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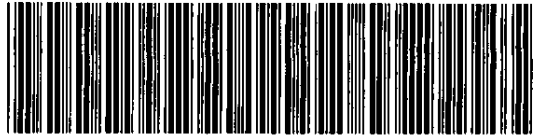
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2010 MAR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB MAR 17 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Winding Stream Recreation Association, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Christopher J. Shields, Esq.
(Contact Person)

Pavese Law Firm
(Firm/Company)

1833 Hendry Street
(Address)

Fort Myers, FL 33901
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher J. Shields At (239) 336-6245
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Winding Stream Recreation Association, Inc.</u>	<u>Florida</u>	<u>N01000004780</u>

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Winding Stream Section I Condominium Association, Inc.</u>	<u>Florida</u>	<u>N01000004781</u>
<u>Winding Stream Section II Condominium Association, Inc.</u>	<u>Florida</u>	<u>N01000004782</u>
<u>Winding Stream Section III Condominium Association, Inc.</u>	<u>Florida</u>	<u>N02000002875</u>
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

Winding Stream Recreation Association, Inc.

Richard Dussault

Richard Dussault, President

Winding Stream Section I Condominium Association, Inc.

Richard Dussault

Richard Dussault, President of Winding
Stream Recreation Assoc., Inc., as
authorized by the attached Articles of
Merger

Winding Stream Section II Condominium Association, Inc.

John Browning

John Browning, President

Winding Stream Section III Condominium Association, Inc.

Richard Dussault

Richard Dussault, President



INST # B189384 OR BK 04231 Pgs 1311 - 1327: (17pg) RECORDED 03/18/2004 02:58:40 PM
REC FEE 78.00
CHARLIE GREEN, CLERK OF COURT, LEE COUNTY, FLORIDA
DEPUTY CLERK L. Ambrosio

m

**ARTICLES OF MERGER
OF**

**WINDING STREAM RECREATION ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

AND

**WINDING STREAM SECTION I CONDOMINIUM ASSOCIATION, INC.,
WINDING STREAM SECTION II CONDOMINIUM ASSOCIATION, INC.,
WINDING STREAM SECTION III CONDOMINIUM ASSOCIATION, INC.;**

ALL FLORIDA NOT FOR PROFIT CORPORATIONS

INTO

WINDING STREAM RECREATION ASSOCIATION, INC.

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Winding Stream Recreation Association, Inc., a Florida not for profit corporation, Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Section III Condominium Association, Inc., all Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging Winding Stream Recreation Association, Inc., and Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Section III Condominium Association, Inc., all Florida not for profit corporations, into Winding Stream Recreation Association, Inc.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Winding Stream Recreation Association, Inc., is attached to these Articles as **Exhibit "A"**.

ADOPTION OF PLAN

2. Winding Stream Recreation Association, Inc., had 120 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Winding Stream Recreation Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. Winding Stream Section I Condominium Association, Inc. had 40 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Winding Stream Section I Condominium Association, Inc. is attached to these Articles as Exhibit "C".

4. Winding Stream Section II Condominium Association, Inc. had 40 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Winding Stream Section II Condominium Association, Inc. is attached to these Articles as Exhibit "D".

5. Winding Stream Section III Condominium Association, Inc. had 40 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Winding Stream Section III Condominium Association, Inc. is attached to these Articles as Exhibit "E".

EFFECTIVE DATE

6. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 26TH day of FEBRUARY, 2004.

WINDING STREAM RECREATION
ASSOCIATION, INC.

By: Robert T. Rydstrom

Print Name: ROBERT T. RYDSTROM, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION I
CONDOMINIUM ASSOCIATION, INC.

By: Robert T. Rydstrom

Print Name: ROBERT T. RYDSTROM, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION II
CONDOMINIUM ASSOCIATION, INC.

By: John M. Brownink

Print Name: John M. Brownink, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION III
CONDOMINIUM ASSOCIATION, INC.

By: Richard R. Dussault

Print Name: Richard R. Dussault, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of the 23rd day of FEBRUARY, 2004 by and among **WINDING STREAM SECTION I CONDOMINIUM ASSOCIATION, INC.**, a Florida Not for Profit Corporation, **WINDING STREAM SECTION II CONDOMINIUM ASSOCIATION, INC.**, a Florida Not for Profit Corporation, and **WINDING STREAM SECTION III CONDOMINIUM ASSOCIATION, INC.**, a Florida Not for Profit Corporation, (herein referred to as non-surviving corporations), and **WINDING STREAM RECREATION ASSOCIATION INC.**, a Florida Not for Profit Corporation (herein referred to as surviving corporation) said corporations being herein sometimes referred to as the "Constituent Corporations".

The non-surviving corporations are duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on July 9, 2001, July 9, 2001, and April 18, 2001, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on July 9, 2001. All corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporations currently have 40 members 40 members and 40 members respectively. The surviving corporation currently has 120 members.

The principal office of the non-surviving corporations is c/o Integrated Property Management, 3435 10th Street North, Suite 201, Naples, Florida 34103. The registered office of the surviving corporation is located at 1833 Hendry Street, Post Office Drawer 1527, Fort Myers Florida 34902 and Christopher J. Shields is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporations and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporations and their respective members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the constituent corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Agreement be submitted to a vote of the respective members of the non-surviving and surviving corporations entitled to vote thereon (namely all of the members of each) for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the non-surviving corporations shall be merged with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporations shall be merged into the surviving corporation and the surviving corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporations shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporations and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the members of the constituent corporations as provided in Article IX hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the constituent corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Clerk of Courts of Lee County in the State of Florida.

Effective on the date of the first Annual Meeting following the merger of the individual Winding Stream Condominium Associations into Winding Stream Recreation Association, Inc., there shall be nine (9) directors with each Condominium Section entitled to at least three (3) representatives on the Board of Directors. Elections shall be bifurcated so that each Condominium Section shall elect three (3) representatives to the Board from the list of eligible candidates from that Condominium Section who are vying for said position, and only the votes from that particular Condominium Section shall be counted in electing their representatives to the Board. The two (2) candidates from each Condominium Section with the most votes will serve two-year terms and the person with the third highest vote will serve a one-year term. Thereafter, all elected directors will serve two-year terms. The three elected directors from each Condominium Section will choose one (1) representative and one (1) alternate representative to the Spring Run Neighborhood Council for each Condominium Section. Notwithstanding anything herein stated to the contrary, in the case a vacancy shall occur, the vacancy shall be filled by the remaining members on the Board who shall appoint an individual member from the same Condominium Section where the vacancy occurred.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

ARTICLE II

Upon the effective date of the merger, the Articles of Incorporation of Winding Stream Recreation Association, Inc. as hereinafter amended shall be the Articles of Incorporation of the surviving corporation. *Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.*

ARTICLE III

Upon the effective date of the merger, the By-Laws of Winding Stream Recreation Association, Inc. shall be the By-Laws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said By-Laws.

ARTICLE IV

Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either constituent corporation. Notwithstanding the foregoing, should any claim brought after the merger relate back to or have arisen prior to the merger, the claim or any expense incurred in defending such claim shall be assessed only against the properties or units which were under the pre-merger Association which incurred the loss, claim or liability.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

ARTICLE V

Upon the effective date of the merger, each membership of the non-surviving corporations, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporations shall be entitled to precisely the same rights he would enjoy if he held membership in the surviving corporation.

ARTICLE VI

In order to perfect the merger, the Articles of Incorporation of the surviving corporation are hereby amended by striking all of Article I and substituting the following: "Article I: The name of the corporation is Winding Stream Recreation Association. Inc."

ARTICLE VII

The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. The directors of both the surviving corporation and the non-surviving corporations shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.

ARTICLE VIII

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporations. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporations shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporations.

ARTICLE IX

This Agreement of Merger shall be submitted to the members of each of the constituent corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Agreement by (i) the non-surviving corporations - the affirmative vote of the holders of at least a majority of the membership of the corporations and by (ii) the surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

ARTICLE X

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporations as well as for the enforcement of any obligation resulting from the merger.

ARTICLE XI

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporations and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XI, this Agreement shall become void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

ARTICLE XII

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these presents to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

WINDING STREAM RECREATION
ASSOCIATION, INC.

By: Robert T. Rydstrom

Print Name: ROBERT T. RYDSTROM, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION I
CONDOMINIUM ASSOCIATION, INC.

By: Robert T. Rydstrom

Print Name: ROBERT T. RYDSTROM, President

Attest: Marilyn Duarte

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION II
CONDOMINIUM ASSOCIATION, INC.

By: *John M. Brown*

Print Name: JOHN M. BROWN, President

Attest: *Marilyn Duarte*

Print Name: MARILYN DUARTE, Secretary

WINDING STREAM SECTION III
CONDOMINIUM ASSOCIATION, INC.

By: *Richard R. Dussault*

Print Name: RICHARD R. DUSSAULT, President

Attest: *Marilyn Duarte*

Print Name: MARILYN DUARTE, Secretary

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EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF
WINDING STREAM RECREATION ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at WINDING STREAM POOL on the 23rd day of FEBRUARY, 2004 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 23rd day of FEBRUARY, 2004 among the corporation and Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Section III Condominium Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 26th day of FEBRUARY, 2004.

Member(s):

Marilyn Duarte
Secretary

**RESOLUTION OF THE DIRECTORS OF
WINDING STREAM RECREATION ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of *Winding Stream Recreation Association, Inc.* a proposed plan providing for the merger of the corporation with *Winding Stream Section I Condominium Association, Inc.*, *Winding Stream Section II Condominium Association, Inc.*, and *Winding Stream Section III Condominium Association, Inc.*, all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with *Winding Stream Section I Condominium Association, Inc.*, *Winding Stream Section II Condominium Association, Inc.*, and *Winding Stream Section III Condominium Association, Inc.*, all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 26th day of FEBRUARY, 2004.



Secretary

EXHIBIT "C"

**RESOLUTION OF THE MEMBERS OF
WINDING STREAM SECTION I CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at WINDING STREAM POOL on the 23RD day of FEBRUARY, 2004 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 23RD day of FEBRUARY, 2004 among the corporation and Winding Stream Section II Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 26th day of FEBRUARY, 2004.

Member(s):


Secretary

**RESOLUTION OF THE DIRECTORS OF
WINDING STREAM SECTION I CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Winding Stream Section I Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Winding Stream Section II Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and


WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Winding Stream Section II Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 26th day of FEBRUARY, 2004.



Secretary

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
WINDING STREAM SECTION II CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at WINDING STREAM POOL on the 23rd day of FEBRUARY, 2004 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 23rd day of FEBRUARY, 2004 among the corporation and Winding Stream Section I Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 26th day of FEBRUARY, 2004.

Member(s):

Marilyn Duart
Secretary

**RESOLUTION OF THE DIRECTORS OF
WINDING STREAM SECTION II CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Winding Stream Section II Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Winding Stream Section I Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Winding Stream Section I Condominium Association, Inc., Winding Stream Section III Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 26th day of FEBRUARY, 2004.



Secretary

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EXHIBIT "E"

**RESOLUTION OF THE MEMBERS OF
WINDING STREAM SECTION III CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at WINDING STREAM POOL on the 23RD day of FEBRUARY, 2004 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 23RD day of FEBRUARY, 2004 among the corporation and Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 20th day of FEBRUARY, 2004.

Member(s):

Marilyn Duarte
Secretary

**RESOLUTION OF THE DIRECTORS OF
WINDING STREAM SECTION III CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Winding Stream Section III Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Winding Stream Section I Condominium Association, Inc., Winding Stream Section II Condominium Association, Inc., and Winding Stream Recreation Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 26th day of FEBRUARY, 2004.



Secretary

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