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FORM NO. 1000 (REV. 10/01) \*3011\*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Melfer*

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PROFESSIONAL ASSOCIATION

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May 3, 2006

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS  
  
CIVIL LITIGATION  
PERSONAL INJURY  
FAMILY LAW  
LAND USE LAW  
ESTATES AND TRUSTS  
\*FLORIDA SUPREME COURT  
CERTIFIED MEDIATOR

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger/Plan of Merger  
Shorewalk Palms Condominium Association, Inc.  
The Palms at Shorewalk Condominium Association, Inc.

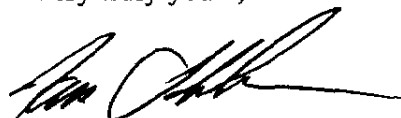
Dear Sir or Madam:

Please file the enclosed original Articles of Merger and attached Plan of Merger and Merger Amendments for the above-referenced corporations. The surviving corporation will be known as Shorewalk Palms Condominium Association, Inc.

Also enclosed is an Association check in the amount of \$78.75 for the filing fee and certified copy fee. Please return the **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,



Daniel J. Lobeck

DJL/elp  
Enclosures

Prepared by and return to:  
Daniel J. Lobeck, Esquire  
Lobeck Hanson & Wells, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

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**ARTICLES OF MERGER**  
**(Not for Profit Corporations)**

**SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.  
THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC.**

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>
SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.	Florida	N12753

The Surviving Corporation shall henceforth be named: SHOREWALK PALMS CONDOMINIUM ASSOCIATION, INC.

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC.	Florida	N00000000840

**THIRD:** The Plan of Merger is attached hereto as Exhibit "A", and incorporated herein.

**FOURTH:** The merger shall become effective upon filing with the Florida Department of State, Division of Corporations. (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

**FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION**

**Section I – SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.**

The plan of merger was adopted by the members at a special membership meeting of the surviving corporation on February 2, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: Ninety-Eight (98) FOR; Forty-Five (45) AGAINST.

**SIXTH: ADOPTION OF MERGER BY MERGING CORPORATION**

**Section I – THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC.**

The plan of merger was adopted by the members at a special membership meeting of the above-referenced merging corporation on February 16, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: Seventeen (17) FOR; Zero (0) AGAINST.

Dated this 1<sup>st</sup> day of April \_\_\_\_\_, 2006.

**SEVENTH: SIGNATURES FOR EACH CORPORATION**

Signed, sealed and delivered in the presence of:

**SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.**

Sign: [Signature]  
Print: Sharon Carney

By: [Signature]  
Phil Perrilli, President

Sign: [Signature]  
Print: Gail Jeffrey

By: [Signature]  
Gail Delcourt, Secretary

Sign: [Signature]  
Print: Sharon Carney

Sign: [Signature]  
Print: Gail Jeffrey

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2006, by Phil Perrilli as President of SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public

Sign: [Signature]  
Print: Ellen Brown

My commission expires:

State of Florida at Large



ELLEN BROWN  
MY COMMISSION # DD 447750  
EXPIRES: July 8, 2009  
Bonded thru Budget Notary Services

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2006,  
by Ronald Delcourt as Secretary of SHOREWALK CONDOMINIUM  
ASSOCIATION OF MANATEE COUNTY, INC., on behalf of the corporation. He She is  
personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public

Sign: Ellen Brown  
Print: Ellen Brown  
State of Florida at Large

My commission expires:



ELLEN BROWN  
MY COMMISSION # DD 447750  
EXPIRES: July 6, 2009  
Bonded Thru Budget Notary Services

Signed, sealed and delivered  
in the presence of:

THE PALMS AT SHOREWALK  
CONDOMINIUM ASSOCIATION, INC.

Sign: Shawn Carney  
Print: Shawn Carney

By: [Signature]  
Said Brown  
President

Sign: Paul Jeffrey  
Print: Paul Jeffrey

Sign: Shawn Carney  
Print: Shawn Carney

By: [Signature]  
Katy Clark, Secretary

Sign: Paul Jeffrey  
Print: Paul Jeffrey

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2006,  
by Said Brown as President of THE PALMS AT SHOREWALK  
CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He She is personally  
known to me or has produced \_\_\_\_\_ as identification.

Notary Public

Sign: Ellen Brown  
Print: Ellen Brown  
State of Florida at Large

My commission expires:

STATE OF FLORIDA



ELLEN BROWN  
MY COMMISSION # DD 447750  
EXPIRES: July 6, 2009  
Bonded Thru Budget Notary Services

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2006, by Kathy Clark as Secretary of THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He She is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public

Sign: Ellen Brown  
Print: Ellen Brown

State of Florida at Large

My commission expires:



ELLEN BROWN  
MY COMMISSION # DD 447750  
EXPIRES: July 6, 2009  
Bonded Thru Budget Notary Services

Prepared by and return to:  
Daniel I. Lobeck, Esquire  
Lobeck Hanson & Wells, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5623 (Telephone)  
(941) 951-1469 (Facsimile)

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TALLAHASSEE FLORIDA

**PLAN OF MERGER**

**FIRST:** The following plan of merger is submitted in compliance with Section 617.1101 et seq., Florida Statutes, and in accordance with the laws of any other applicable jurisdiction for incorporation.

The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>
SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.	Florida

The Surviving Corporation shall henceforth be named: SHOREWALK PALMS CONDOMINIUM ASSOCIATION, INC.

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

All assets and liabilities of the merged corporation shall become the assets and liabilities of the surviving corporation; provided, however, that assets or liabilities attributable to any condominium operated by the Association, including without limitation reserve funds or maintenance expenses, shall be budgeted and accounted separately for that condominium, as required by law.

**FOURTH:** A statement of any changes in the Articles of Incorporation and Bylaws of the surviving corporation to be effected by the merger are attached hereto as Composite Exhibit "1", and incorporated herein.

**FIFTH:** Other provisions relating to the merger are as follows:

The merger shall be effective upon filing with the Florida Department of State, Division of Corporations.

AMENDMENTS

ARTICLES OF INCORPORATION

SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.

*[Additions are indicated by underline; deletions by strike-through]*

ARTICLE I. NAME

The name of this corporation shall be SHOREWALK PALMS CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms of provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111 of the Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of ~~three~~ a condominiums in Manatee County, Florida, ~~to be known as~~ SHOREWALK, A CONDOMINIUM, SHOREWALK BATH & TENNIS CLUB, A CONDOMINIUM; and THE PALMS AT SHOREWALK, A CONDOMINIUM, each hereinafter referred to as "a Condominium" and together, hereinafter referred to as "the Condominiums". ~~In 2006, THE PALMS AT SHOREWALK CONDOMINIUM ASSOCIATION, INC. was merged into SHOREWALK CONDOMINIUM ASSOCIATION OF MANATEE COUNTY, INC., with the surviving corporation being known as SHOREWALK PALMS CONDOMINIUM ASSOCIATION, INC. No merger of any of the three (3) separate condominiums is intended to occur as a result of the merger of the two (2) condominium associations.~~

The Declarations of Condominium, and any amendments thereto, whereby said Condominiums have ~~has been or will be created~~ are hereinafter referred to each as "the Declaration" and together as "the Declarations".

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.



### ARTICLE III. POWERS AND DUTIES

Section 2. The association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association or the Declarations.

### ARTICLE VI. MEMBERS

The Association shall have members. The sole qualification for membership is the ownership of a recorded vested present fee simple interest in a ~~Condominium~~ unit in the Condominiums; provided, however, in the event of a termination of ~~any~~ the Condominium, members shall include ~~be~~ those persons or other legal entities who are members at the time of such termination, their successors and assigns. Each owner designated in a deed or other instrument establishing title to a unit of the Condominiums ~~unit~~ duly recorded in the Public Records of Manatee County, Florida shall automatically become a member upon delivery to the Association of a copy of such instrument and receipt of acknowledgement of said delivery signed by the President or Secretary. Membership in the Association shall be terminated automatically when title to the Condominium unit supporting said membership vests in another legal entity; provided, however, any party who owns more than one (1) unit shall remain a member of the Association so long as he shall retain title to any unit.

~~Prior to the recording of the Declaration in the Public Records of Manatee County, Florida, the subscribers hereto shall remain members of the Association and shall each be entitled to one vote.~~