

N19106



**COLONNADES
COUNTRY HOMES**

Property Owners Association, Inc.

Nov. 2, 1998

Division of Corporation
409 E. Gaines St.
Tallahassee, FL., 32399

800002679618--7
-11/04/98--01002--001
*****78.75 *****78.75

Attn: Karen Beyer

Re: The Merger of Colonnades Property Owners
Assoc. and Resident's Club

Dear Karen,

Enclosed please find the following:

- Articles of Merger
- Plan of Merger
- Check in the amount of \$78.75

FILED
98 NOV -3 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We are requesting a Certified Copy of the new Incorporation.

Thank you Karen for all your help in this matter. If there are any questions, please call me.

Sincerely,

Joyce R. Wolfe,
Merger Committee Chairman

(941) 646-8522

Merger
TLL NOV 3 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE COLONNADES RESIDENT'S CLUB, INC., a Florida corporation, N18638

INTO

COLONNADES PROPERTY OWNERS ASSOCIATION, INC., a Florida
corporation, N19106

File date: November 3, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

THE UNDERSIGNED, being the Presidents of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. and THE COLONNADES RESIDENT'S CLUB, INC. hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

FILED
98 NOV -3 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Plan of Merger

A copy of the Plan of Merger is hereto attached as Exhibit "A",

ARTICLE II
Approval

The Plan of Merger was adopted by COLONNADES PROPERTY OWNERS ASSOCIATION, INC. at a meeting of its members held on Oct 26, 1998, at which time a quorum was present. The number of votes (voting interests) cast in favor of the merger was sufficient for approval. The vote was 192 in favor and 43 opposed.

The Plan of Merger was adopted by THE COLONNADES RESIDENT'S CLUB, INC. at a meeting of its members held on Oct. 26, 1998, at which time a quorum was present. The number of votes (voting interests) cast in favor of the merger was sufficient for approval. The vote was 293 in favor and - 73 opposed.

ARTICLE III
Effective Date

The merger shall be effective on the date of filing of these Articles of Merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on Oct. 31, 1998

COLONNADES PROPERTY OWNERS ASSOCIATION, INC.

WITNESSES:
Richard Kelly
Herman Hagmayer
AS TO

BY: Ben Quench
_____, President

COLONNADES PROPERTY OWNERS ASSOCIATION, INC.

THE COLONNADES RESIDENT'S CLUB, INC.

Lois M. Lynds
Gladys J. Schuppely
AS TO

BY: Carmela J. Sanchez
~~_____

_____~~ President

THE COLONNADES RESIDENT'S CLUB, INC.

PLAN OF MERGER OF COLONNADES PROPERTY OWNERS ASSOCIATION, INC.
and THE COLONNADES RESIDENT'S CLUB, INC.

This is a Plan of Merger between COLONNADES PROPERTY OWNERS ASSOCIATION, INC. and THE COLONNADES RESIDENT'S CLUB, INC.

ARTICLE I
Constituent Corporations

The name of each constituent corporation is COLONNADES PROPERTY OWNERS ASSOCIATION, INC. and THE COLONNADES RESIDENT'S CLUB, INC.

ARTICLE II
Merger

Pursuant to Section 617.1107, Florida Statutes, THE COLONNADES RESIDENT'S CLUB, INC. and COLONNADES PROPERTY OWNERS ASSOCIATION, INC. shall be merged into COLONNADES PROPERTY OWNERS ASSOCIATION, INC. (the "Merger").

ARTICLE IV
Surviving Corporation

COLONNADES PROPERTY OWNERS ASSOCIATION, INC. shall be the surviving corporation of the Merger.

ARTICLE V
Articles of Incorporation and By-Laws

The Articles of Incorporation and By-Laws of COLONNADES PROPERTY OWNERS ASSOCIATION, INC., as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation and By-laws subsequent to the Merger.

ARTICLE V
Directors and Officers

The directors and officers of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. immediately prior to the Merger shall continue to be the directors and officers immediately following the Merger.

ARTICLE VI
Members

The members of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. and THE COLONNADES RESIDENT'S CLUB, INC. immediately prior to the Merger shall all be members of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. by its charter and bylaws.

ARTICLE VII
Assets and Liabilities

On the effective date of the Merger, the separate existence of THE COLONNADES RESIDENT'S CLUB, INC. shall cease and COLONNADES PROPERTY OWNERS ASSOCIATION, INC. shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of THE COLONNADES RESIDENT'S CLUB, INC. without further action, shall be vested in COLONNADES PROPERTY OWNERS ASSOCIATION, INC. immediately following the Merger. Following the Merger,

COLONNADES PROPERTY OWNERS ASSOCIATION, INC. shall be responsible for all liabilities and obligations of THE COLONNADES RESIDENT'S CLUB, INC. Any claim existing or action or proceeding pending against THE COLONNADES RESIDENT'S CLUB, INC. may be continued as if the Merger did not occur or COLONNADES PROPERTY OWNERS ASSOCIATION, INC. may be substituted for THE COLONNADES RESIDENT'S CLUB, INC. in any such proceeding. Neither the rights of creditors of nor any liens upon the property of THE COLONNADES RESIDENT'S CLUB, INC. shall be impaired by the Merger.

ARTICLE VIII
Effective Date

The Merger shall be effective upon the filing by the Florida Department of State of Articles of Merger, or at such other time specified in the Articles of Merger.

ARTICLE IX
Abandonment

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of COLONNADES PROPERTY OWNERS ASSOCIATION, INC. or the Executive Council of THE COLONNADES RESIDENT'S CLUB, INC. at any time prior to the filing of the Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on Sept 21, 1998.

BY: COLONNADES PROPERTY OWNERS ASSOCIATION, INC.
Gus Ruesch
_____, President

BY: THE COLONNADES RESIDENT'S CLUB, INC.
Carmel V. Sandell
_____, President