

N24174

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CEDARS EAST PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation (Document #N24171)

CEDARS EAST CONDOMINIUM ASSOCIATION, SECTION TWO, INC., a Florida corporation (Document #N30617)

CEDARS EAST CONDOMINIUM ASSOCIATION, SECTION THREE, INC., a Florida corporation (Document #N30618)

INTO

**CEDARS EAST CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation,  
N24174.

File date: September 24, 1997

Corporate Specialist: Louise Flemming-Jackson

DANIEL J. LOBECK

MARK A. HANSON

KEVIN T. WELLS

2063 MAIN STREET  
SARASOTA, FL 34237  
(941) 955-5622  
FAX 951-1469

*THE LAW OFFICES OF*  
**LOBECK & HANSON**

PROFESSIONAL ASSOCIATION

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

PERSONAL INJURY  
FAMILY LAW  
CRIMINAL DEFENSE  
CIVIL LITIGATION

September 22, 1997

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

FILED  
91 SEP 24 PM 2:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Re: Articles of Merger/Cedars East Property Owners Association, Inc., Cedars East Condominium Association, Inc., Cedars East Condominium Association, Section Two, Inc. and Cedars East Condominium Association, Section Three, Inc.

To whom it may concern:

Please find the enclosed Articles of Merger for the above-referenced corporations and a check in the amount of \$140.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

  
Daniel J. Lobeck

DJL:ls  
Encl.

300002301833--3  
-09/24/97--01041--001  
\*\*\*\*140.00 \*\*\*\*140.00

merger  
LH

**ARTICLES OF MERGER**

**CEDARS EAST PROPERTY OWNERS ASSOCIATION, INC.  
CEDARS EAST CONDOMINIUM ASSOCIATION, INC.  
CEDARS EAST CONDOMINIUM ASSOCIATION, SECTION TWO, INC.  
CEDARS EAST CONDOMINIUM ASSOCIATION, SECTION THREE, INC.**

**FILED  
97 SEP 24 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Sections 617.1101, 617.1103, 617.1105 and 617.1106, Florida Statutes, the undersigned corporations, Cedars East Property Owners Association, Inc.; Cedars East Condominium Association, Inc.; Cedars East Condominium Association, Section Two, Inc.; and Cedars East Condominium Association, Section Three, Inc., affirm and adopt the following:

1) The Plan of Merger is attached hereto as Exhibit "A", and is fully included herein by reference.

2) The amendments to the Articles of Incorporation of the surviving corporation are attached hereto as Exhibit "B".

3) The Plan of Merger and the amendments to the Articles of Incorporation of the surviving corporation, as well as to the Articles of Incorporation of each merged corporation, were approved at meetings duly noticed and held on December 3, 1996, by the Board of Directors of each such corporation and by the members of each such corporation. As to Cedars East Condominium Association, Section Two, Inc. and Cedars East Condominium Association, Section Three, Inc., the approval was by not less than two-thirds (2/3) of all members; as to Cedars East Property Owners Association, Inc., the approval was by the affirmative vote of not less than seventy percent (70%) of all members; and as to Cedars East Condominium Association, Inc., the approval was by the affirmative vote of not less than seventy-five percent (75%) of all members [together with approval by not less than seventy-five percent (75%) of the entire Board of Directors], which votes as to each such corporation are sufficient for adoption.

4) The effective date of the merger shall be upon the filing of these Articles of Merger with the Florida Division of Corporations.

DATED this 9 day of September, 1997.

WITNESSES AS TO CEDARS EAST  
PROPERTY OWNERS ASSOCIATION,  
INC.

CEDARS EAST PROPERTY OWNERS  
ASSOCIATION, INC.

A. Gabrielson  
J. Franklin

By: J. Franklin  
John B. Franklin, President

STATE OF Ontario  
COUNTY OF York

The foregoing instrument was acknowledged before me this 10 day of September, 1997, by John B. Franklin as President of Cedars East Property Owners Association, Inc., on behalf of the corporation. He is personally known to me NK or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign N.E. Kostyniuk

print N.E. Kostyniuk

State of Ontario at Large (Seal)  
My commission expires: Oct 21

Witnesses:

Attest:

Nada A. Uttermohlen

By:

J. Lloyd Keith

J. Lloyd Keith, Assistant Secretary

Nada A. Uttermohlen

Alessandra D'Anna / ALESSANDRA D'ANNA

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1997, by J. Lloyd Keith as Assistant Secretary of Cedars East Property Owners Association, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign Rebecca D. Maddox

print Rebecca D. Maddox

State of Florida at Large (Seal)

My commission expires:



My Commission CC655487  
Expires June 15, 2001

WITNESSES AS TO CEDARS EAST  
CONDOMINIUM ASSOCIATION, INC.

CEDARS EAST CONDOMINIUM  
ASSOCIATION, INC.

Mafalda Ruddy  
Mafalda Ruddy  
Ma Monte Dunn  
Doneta Dunn  
STATE OF Conn  
COUNTY OF Fairfield

By: [Signature]  
James P. Pappas, President

The foregoing instrument was acknowledged before me this 9 day of  
Sept, 1997, by James P. Pappas as President of Cedars East  
Condominium Association, Inc., on behalf of the corporation. He is personally known  
to me or has produced Drivers License as identification.

NOTARY PUBLIC

sign [Signature]  
print Doneta Dunn  
State of Conn at Large (Seal)  
My commission expires:  
4-30-98

Witnesses:

[Signature]  
[Signature]

Attest:

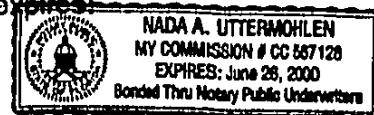
By: [Signature]  
J. Lloyd Keith, Assistant Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11 day of  
September, 1997, by J. Lloyd Keith as Assistant Secretary of Cedars East  
Condominium Association, Inc., on behalf of the corporation. He is personally known  
to me or has produced Known to Me as identification.

NOTARY PUBLIC

sign Nada A. Uttermohlen  
print NADA A. Uttermohlen  
State of Florida at Large (Seal)  
My commission expires:



WITNESSES AS TO CEDARS EAST  
CONDOMINIUM ASSOCIATION,  
SECTION TWO, INC.

[Signature]  
[Signature]

STATE OF Ontario  
COUNTY OF York

CEDARS EAST CONDOMINIUM  
ASSOCIATION, SECTION TWO, INC.

By: [Signature]  
John B. Franklin, President

N The foregoing instrument was acknowledged before me this 10 day of September, 1997, by John B. Franklin as President of Cedars East Condominium Association, Section Two, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign [Signature]

print N.E. Kostyniuk

State of Ontario at Large (Seal)  
My commission expires: Oct 10

Witnesses:

Nada A. Uttermohlen  
Alessandra D'Anna  
ALESSANDRA D'ANNA  
STATE OF FLORIDA  
COUNTY OF SARASOTA

Attest:

By: [Signature]

J. Lloyd Keith, Assistant Secretary

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1997, by J. Lloyd Keith as Assistant Secretary of Cedars East Condominium Association, Section Two, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign [Signature]

print Rebecca D. Maddox

State of Florida at Large (Seal)  
My commission expires:



Rebecca D. Maddox  
My Commission: GC#55487  
Expires June 15, 2001

WITNESSES AS TO CEDARS EAST  
CONDOMINIUM ASSOCIATION,  
SECTION THREE, INC.

M. Brown M. Brown  
D. Williams D. Williams

PROVINCE  
STATE OF ONTARIO  
COUNTY OF YORK

CEDARS EAST CONDOMINIUM  
ASSOCIATION SECTION THREE, INC.

By:

Rudy G. Stotyn, President

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 1997, by Rudy G. Stotyn as President of Cedars East Condominium Association, Section Three, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign

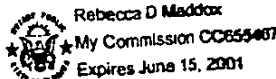
print

Rebecca D. Maddox

Rebecca D. Maddox

State of Florida at Large (Seal)

My commission expires:



Witnesses:

Ronit Brown  
Sandra D'Silva

Attest:

By:

J. Lloyd Keith, Assistant Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of September, 1997, by J. Lloyd Keith as Assistant Secretary of Cedars East Condominium Association, Section Three, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

sign

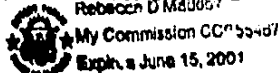
print

Rebecca D. Maddox

Rebecca D. Maddox

State of Florida at Large (Seal)

My commission expires



Return to: Daniel J. Lobeck, Esq.  
2063 Main St., Suite 101  
Sarasota, FL 34237

**CEDARS EAST  
PLAN OF MERGER**

1. In accordance with sections 617.1101, 617.1103, 617.1105 and 617.1106, Florida Statutes, the following Florida corporations not for profit propose to merge:

Cedars East Property Owners Association, Inc.  
Cedars East Condominium Association, Inc.  
Cedars East Condominium Association, Section Two, Inc.  
Cedars East Condominium Association, Section Three, Inc.

2. The surviving corporation shall be Cedars East Condominium Association, Inc.

3. All assets and liabilities of the merged corporations shall become the assets and liabilities of the surviving corporation, provided, however, that assets or liabilities attributable to any condominium operated by the Association, such as reserve funds or maintenance expenses, shall be budgeted and accounted separately for that condominium, as required by law.

4. The Articles of Incorporation of the surviving corporation shall be amended as set forth in the attachment hereto.

## **MERGER AMENDMENTS**

### **ARTICLES OF INCORPORATION CEDARS EAST CONDOMINIUM ASSOCIATION, INC.**

(Additions are indicated by underline, deletions by ~~strikethrough~~)

#### **ARTICLE II. Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Condominium Act, Section 718.111, for the operation of CEDARS EAST, A CONDOMINIUM, SECTION ONE, the original Declaration of Condominium of which is recorded at Official Records Book 1213, Page 1749 et seq. of the Public Records of located upon the following lands in Manatee County, Florida, to wit:

SEE ATTACHED EXHIBIT "A"; CEDARS EAST, A CONDOMINIUM, SECTION TWO, the original Declaration of Condominium of which is recorded at Official Records Book 1279, Page 1906 et seq. of the Public Records of Manatee County, Florida; CEDARS EAST, A CONDOMINIUM, SECTION THREE, the original Declaration of Condominium of which is recorded at Official Records Book 1304, Page 2217 et seq. of the Public Records of Manatee County, Florida; and the Common Property of Cedars East, according to the Master Declaration of Covenants, Conditions and Restrictions for Cedars East, the original of which is recorded at Official Records Book 1213, Page 1703 et seq. of the Public Records of Manatee County, Florida.

#### **ARTICLE III. Powers**

The powers of the Association shall include and be governed by the following provisions:

(B) The Association shall have all the powers and duties set forth in the Condominium Act and those set forth in the Declarations and Bylaws if not inconsistent with the Condominium Act, as it may be amended from time to time, including, but not limited to, the following:

(1) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominiums and the Common Property.

EXHIBIT "B"

(3) The maintenance, repair, replacement and operation of the condominium property and Common Property.

(4) The purchase of insurance upon the condominium property and Common Property and insurance for the protection of the Association and its members as unit owners.

(6) To make and amend reasonable regulations respecting the use of the common elements in the condominiums and the Common Property; provided however, that all such regulations and their amendments shall be approved by not less than two-thirds (2/3rds) percent of the votes of the unit owners ~~of a particular condominium before such shall become effective.~~

(7) To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, the Master Declaration, these Articles, the Bylaws of the Association, and the regulations for the use of the property of the condominium.

(8) To contract for the management and maintenance of the condominium property and Common Property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements and Common Property purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

(9) To contract for the management or operation of portions of the common elements or Common Property susceptible to separate management or operation and to lease such portions.

(10) To employ personnel to perform the services required for proper operation of the condominiums and Common Property.

(11) To purchase any land upon the approval of two-thirds (2/3rds) of the unit owners of the condominiums.

(C) The Association shall not have the power to purchase a unit ~~of the condominium~~, except at sales in foreclosure of liens for assessments of the Association for common expenses, at which sales, the Association shall bid no more

than the amount secured by its lien.

(D) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declarations of Condominium, the Master Declaration, these Articles of Incorporation, and the Bylaws.

(E) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Condominium, the Master Declaration, these Articles and the Bylaws.

#### **ARTICLE IV. Members**

The members of the Association shall consist of all of the record owners of units in the this condominiums operated by the Association; and after termination of any of the condominiums shall consist of those who are members at the time of such termination, their successors and assigns.

After receiving approval of the Association required by the applicable Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Manatee County, Florida, a Deed or other instrument establishing a record title to a unit in the condominium, and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

The owner of each unit shall be entitled to vote as a member of the association. The exact number of votes to be cast by owners of a unit, and the manner of exercising voting rights, shall be determined by the Bylaws of the Association.