

LAW OFFICES OF
JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone
OF COUNSEL
Robert J. Kelly
Neil E. Polster

N34173

1968 Bayshore Boulevard
Dunedin, Florida 34698

(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

May 4, 1999

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

400002867724--9
-05/07/99--01109--007
*****35.00 *****35.00

RE: Articles of Merger

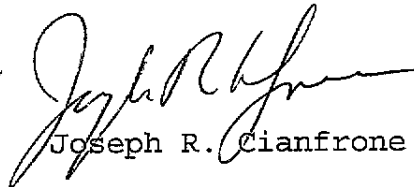
Dear Sir/Madame:

Enclosed please find the Articles of Merger of Brittany Park Homeowners Association, Inc. and Tarpon Trace Homeowners Association, Inc., along with a check payable to the Department in the amount of \$35.00 for filing same. Please return a date stamped copy for our records.

If you have any questions in relation to this matter, please do not hesitate to contact the undersigned.

Sincerely,

JOSEPH R. CIANFRONE, P.A.


Joseph R. Cianfrone

JRC:dmc
Enclosures

Brittany.Tar\DeptStat.002

FILED
99 MAY 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger re
TUL MAY 20 1999

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May 17, 1999

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

Attn: Thelma Lewis

RE: Brittany Park/Tarpon Trace Merger

Dear Ms. Lewis:

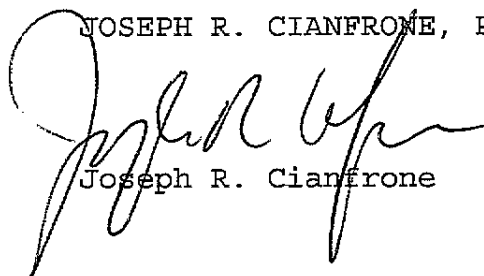
Enclosed please find a check for the additional merger fee in the amount of \$35.00 payable to the Department of State.

As discussed, you have previously received a separate check in the amount of \$35.00, and the total fee for the merger is \$70.00.

I thank you for your prompt attention to this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosure

Brittany.Tar\DeptStat.003

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TARPON TRACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation,
N95000001902

INTO

BRITTANY PARK HOMEOWNERS ASSOCIATION, INC. which changed its
name to

BRITTANY PARK/TARPON TRACE HOMEOWNERS ASSOCIATION, INC., a
Florida corporation, N34173.

File date: May 20, 1999

Corporate Specialist: Thelma Lewis

PREPARED BY AND RETURN TO:
Joseph R. Cianfrone, P.A.
1968 Bayshore Blvd.
Dunedin, FL 34698
(727) 733-2154

FILED
99 MAY 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BRITTANY PARK HOMEOWNERS ASSOCIATION, INC.
and TARPON TRACE HOMEOWNERS ASSOCIATION, INC.
Florida Corporations Not-For-Profit

Pursuant to Sections 617.1101, 617.1103 and 617.1105, Florida Statutes, Brittany Park Homeowners Association, Inc., and Tarpon Trace Homeowners Association, Inc., are merged into Brittany Park/Tarpon Trace Homeowners Association, Inc. (hereinafter the "Surviving Corporation"), pursuant to the following.

1. Plan of Merger. The Plan of Merger entails the merger of the two Homeowner Associations into the existing Brittany Park Homeowners Association, Inc. which shall hereinafter be known as Brittany Park/Tarpon Trace Homeowners Association, Inc. The Surviving Corporation will carry out all of the duties and responsibilities required under Chapter 617 of the Florida Statutes, the Declaration of Covenants, Conditions and Restrictions for Tarpon Trace, as recorded in Official Records Book 9057, Page 1515, et. seq. and the Declaration of Covenants, Conditions and Restrictions for Brittany Park as recorded in O.R. Book 7058, Page 1842 et. seq., all of the Public Records of Pinellas County, Florida. The Board of Directors of the Surviving Corporation will adopt new Bylaws. The affairs of the Surviving Corporation shall

be managed by a Board of not less three (3) nor more than seven (7) Directors.

2. Approval by Brittany Park Homeowners Association, Inc.
The Board of Directors of Brittany Park Homeowners Association, Inc. adopted a resolution at a Board meeting on January 20, 1999, approving the Plan of Merger and directed that it be submitted to a member vote. The special meeting of the members was held on February 17, 1999, wherein the Plan of Merger was adopted by at least a majority of the votes which members, present at such meeting or represented by proxy, were entitled to cast.

3. Approval by Tarpon Trace Homeowners Association, Inc.
The members of Tarpon Trace Homeowners Association, Inc. are not entitled to vote on a Plan of Merger pursuant to the Articles of Incorporation of Tarpon Trace Homeowners Association, Inc. The Plan of Merger was adopted at a meeting of the Board of Directors by a unanimous vote of the Directors held on October 17, 1998. The vote of the five (5) Directors then in office was five (5) in favor and zero (0) opposed to the merger.

4. Effective Date. The effective date of the merger shall be the date of delivery of the Articles of Merger to the Department of State.

5. Powers and Authority. The powers and authority of the Surviving Corporation, Brittany Park/Tarpon Trace Homeowners Association, Inc. include, but are not limited to, the Association powers enumerated in the Declaration of Covenants, Conditions and

Restrictions of Tarpon Trace and the Association powers enumerated in the Declaration of Covenants, Conditions and Restrictions for Brittany Park.

6. Articles of Incorporation Amended. The Articles of Incorporation of the Surviving Corporation are amended to the extent provided in the Plan of Merger.

IN WITNESS WHEREOF, the foregoing Articles of Merger were executed this 27th day of April, 1999.

WITNESSES:

BRITTANY PARK HOMEOWNERS
ASSOCIATION, INC.

Donald R. Shannon

[Signature]
By: _____

President


John H. Lucie

Attest: Barbara A. Shannon
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 27th day of April, 1999, personally appeared before me RICHARD A. MOSSER, President, and BARBARA A. SHANNON, Secretary, of BRITTANY PARK HOMEOWNERS ASSOCIATION, INC., both personally known to be or identified by _____ and acknowledged the execution of this instrument for the purposes herein expressed.

Marjorie J. Brown
Notary Public
State of Florida at Large
My Commission Expires:

 Marjorie J. Brown
Commission # CC 751172
Expires June 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

WITNESSES:

TARPON TRACE HOMEOWNERS
ASSOCIATION, INC.

Donald R. Shannon

By: D. S. Moss
President

John H. Lucie

Attest: Barbara A. Shannon
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 27th day of APRIL, 1999, personally
appeared before me RICHARD A. MOSSER, President, and
BARBARA A. SHANNON, Secretary, of TARPON TRACE
HOMEOWNERS ASSOCIATION, INC., both personally known to be or
identified by _____ and acknowledged the
execution of this instrument for the purposes herein expressed.

Marjorie J. Brown
Notary Public
State of Florida at Large
My Commission Expires:

 Marjorie J. Brown
Commission # CC 751172
Expires June 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.