



N46625

ACCOUNT NO. : 072100000032

REFERENCE : 709448 5801A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 140.00

ORDER DATE : February 17, 1998

ORDER TIME : 3:21 PM

ORDER NO. : 709448-005

CUSTOMER NO: 5801A

CUSTOMER: Christopher J. Shields, Esq  
Pavese Garner Haverfield

1833 Hendry Street  
Fort Myers, FL 33901-3095

FILED  
98 FEB 17 PM 4: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 FEB 17 PM 4: 15  
DIVISION OF CORPORATION

ARTICLES OF MERGER

CASA DEL MAR COMMUNITY ASSOCIATION,  
ESTATES AT CASA DEL MAR HOMEOWNERS ASSOCIATION,  
VILLAS AT CASA DEL MAR HOMEOWNERS ASSOCIATION

INTO

CASA DEL MAR COMMUNITY ASSOCIATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

600002433566--7

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

Merger

3/2/98

PK

(18)

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ESTATES AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, N46601

VILLAS AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, N49261

INTO

CASA DEL MAR COMMUNITY ASSOCIATION, INC., a Florida corporation, N46625.

File date: February 17, 1998

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED  
98 FEB 27 PM 3:42  
DIVISION OF CORPORATION

**RESUBMIT**

Please give original  
submission date as file date.

February 18, 1998

CSC  
CHRISTOPHER SMITH  
TALLAHASSEE, FL

SUBJECT: CASA DEL MAR COMMUNITY ASSOCIATION, INC.  
Ref. Number: N46625

We have received your document for CASA DEL MAR COMMUNITY ASSOCIATION, INC. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

On the first page of Exhibit A - Agreement and Plan of Merger, second paragraph, the correct date of incorporation for CASA DEL MAR COMMUNITY ASSOCIATION, INC. should be December 23, 1991.

Article VI of the Agreement and Plan of Merger states that THE SURVIVING CORPORATION ARE HEREBY AMENDED BY STRIKING ALL OF ARTICLE I AND SUBSTITUTING THE FOLLOWING: the name given as the new name is the same as the survivor's name. Is the survivor's name being amended???? ARTICLE VII states that THE DIRECTORS OF BOTH THE SURVIVING CORPORATION AND THE NON-SURVIVING CORPORATIONS SHALL SERVE AS DIRECTORS..... Please furnish a list of all the directors to be listed as the surviving corporation's directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 198A00009370

**ARTICLES OF MERGER  
OF  
CASA DEL MAR COMMUNITY ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**AND**

**ESTATES AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**AND**

**VILLAS AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**INTO**

**CASA DEL MAR COMMUNITY ASSOCIATION, INC.**

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Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Estates at Casa Del Mar Homeowners' Association, Inc., a Florida not for profit corporation, Villas at Casa Del Mar Homeowners' Association, Inc., a Florida not for profit corporation, and Casa Del Mar Community Association, Inc., a Florida not for profit corporation, adopt the following Articles of Merger for the purpose of merging Casa Del Mar Community Association, Inc., Estates at Casa Del Mar Homeowners' Association, Inc., and Villas at Casa Del Mar Homeowners' Association, Inc., into Casa Del Mar Community Association, Inc.

**PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of Casa Del Mar Community Association, Inc., Estates at Casa Del Mar Homeowners' Association, Inc. and Villas at Casa Del Mar Homeowners' Association, Inc., is attached to these Articles as Exhibit "A".

**ADOPTION OF PLAN**

2. Casa Del Mar Community Association, Inc. had 223 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 Casa Del Mar Community Association, Inc. is attached to these Articles as Exhibit "B".

3. Estates at Casa Del Mar Homeowners' Association, Inc. had 68 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

members. The Statement of Consent executed by the members of Estates at Casa Del Mar Homeowners' Association, Inc. is attached to these Articles as Exhibit "C".

4. Villas at Casa Del Mar Homeowners' Association, Inc. had 155 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 Villas at Casa Del Mar Homeowners' Association, Inc. is attached to these Articles as Exhibit "D".

#### EFFECTIVE DATE

5. 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 29 day of December, 1997.

CASA DEL MAR COMMUNITY  
ASSOCIATION, INC.

By: Angel L. Rivero  
Angel L. Rivero, President

Attest:

By: Patricia Calvo  
Patricia Calvo, Secretary

ESTATES AT CASA DEL MAR  
HOMEOWNERS' ASSOCIATION, INC.

By: Angel L. Rivero  
Angel L. Rivero, President

Attest:

By: Patricia Calvo  
Patricia Calvo, Secretary

VILLAS AT CASA DEL MAR  
HOMEOWNERS' ASSOCIATION, INC.

By: Angel L. Rivero  
Angel L. Rivero, President

Attest:

By: Patricia Calvo  
Patricia Calvo, Secretary

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger dated as of the 29<sup>th</sup> day of December, 1997 by and among **VILLAS AT CASA DEL MAR HOMEOWNERS ASSOCIATION, INC.**, a Florida Not for Profit Corporation (herein referred to as non-surviving corporation), and **ESTATES AT CASA DEL MAR HOMEOWNERS ASSOCIATION, INC.**, a Florida Not for Profit Corporation (herein referred to as surviving corporation), and **CASA DEL MAR COMMUNITY 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 June 5, 1992 and December 23, 1991, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on December 23, 1991. 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 155 members and 68 members, respectively. The surviving corporation currently has 223 members.

The principal office of the non-surviving corporations is 14791 A & W Bulb Road, Fort Myers, Florida 33908. The registered office of the surviving corporation is located at 1833 Hendry Street, Fort Myers, Florida 33902 and Christopher J. Shields, Esq., is the registered agent thereof upon whom process against the Florida Corporation may be served. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Christopher J. Shields, Registered Agent

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 corporation 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.

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 Casa Del Mar Community 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 Casa Del Mar Community 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.

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 will continue to read: "Article I: The name of the corporation is Casa Del Mar Community 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. The Directors are as follows:

Angel L. Rivero, President  
Jose Calvo, Vice President  
Patricia Calvo, Secy//Treas.

c/o ALR Realty, Inc., 8192 College Pkwy., Ste. 1, Ft. Myers, FL 33919  
c/o ALR Realty, Inc., 8192 College Pkwy., Ste. 1, Ft. Myers, FL 33919  
c/o ALR Realty, Inc., 8192 College Pkwy., Ste. 1, Ft. Myers, FL 33919

## **ARTICLE VIII**

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporations, 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 corporation 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.

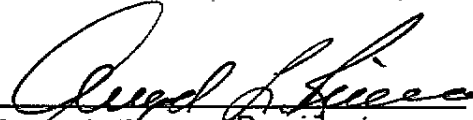
CASA DEL MAR COMMUNITY  
ASSOCIATION, INC.

By:   
ANGEL L. RIVERO, President

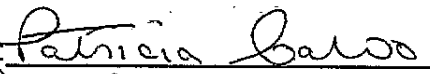
Attest:

By:   
PATRICIA CAYO, Secretary

ESTATES AT CASA DEL MAR  
HOMEOWNERS' ASSOCIATION, INC.

By:   
ANGEL L. RIVERO, President

Attest:

By:   
PATRICIA CALVO, Secretary

VILLAS AT CASA DEL MAR  
HOMEOWNERS' ASSOCIATION, INC.

By:   
ANGEL L. RIVERO, President

Attest:


By:   
PATRICIA CALVO, Secretary

EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF  
CASA DEL MAR COMMUNITY 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 Lee County Alliance of the Arts on the 18 day of December, 1997 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 18 day of December, 1997 among the corporation and Estates at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, and Villas at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 29 day of December, 1997.

Member(s):

Patricia Russo  
Secretary

**RESOLUTION OF THE DIRECTORS OF  
CASA DEL MAR COMMUNITY ASSOCIATION, INC.**

**WHEREAS**, there has been presented to and discussed at this meeting of the board of directors of Casa Del Mar Community Association, Inc. a proposed plan providing for the merger of the corporation with Estates of Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, and Villas at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 Estates at Casa Del Mar Homeowners' Association, Inc. and Villas at Casa Del Mar Homeowners' Association, Inc., 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 18 day of December, 1997.

Directors:

Angel L. Rivero

ANGEL L. RIVERO

JOSE CALVO

Patricia Calvo

PATRICIA CALVO

EXHIBIT "C"

**RESOLUTION OF THE MEMBERS OF  
ESTATES AT CASA DEL MAR HOMEOWNERS' 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 Lee County Alliance of the Arts on the 18 day of December, 1997 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 18 day of December, 1997 among the corporation and Casa Del Mar Community Association, Inc., a Florida Not for Profit Corporation, and Villas at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 29 day of December, 1997.

Member(s):

Patricia Basso  
Secretary

**RESOLUTION OF THE DIRECTORS OF  
ESTATES AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC.**

**WHEREAS**, there has been presented to and discussed at this meeting of the board of directors of Estates at Casa Del Mar Homeowners' Association, Inc. a proposed plan providing for the merger of the corporation with Casa Del Mar Community Association, Inc., a Florida Not for Profit Corporation, and Villas at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 Casa Del Mar Community Association, Inc. and Villas at Casa Del Mar Homeowners' Association, Inc., 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.

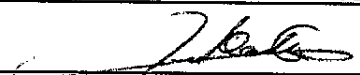
**FURTHER RESOLVED**, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 29 day of December, 1997

Directors:



ANGEL L. RIVERO



JOSE CALVO



PATRICIA CALVO

\_\_\_\_\_

\_\_\_\_\_



EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF  
VILLAS AT CASA DEL MAR HOMEOWNERS' 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 Lee County Alliance of the Arts on the 18 day of December, 1997 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 18 day of December, 1997 among the corporation and Casa Del Mar Community Association, Inc., a Florida Not for Profit Corporation, and Estates at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 29 day of December, 1997.

Member(s):

Patricia Basso  
Secretary

**RESOLUTION OF THE DIRECTORS OF  
VILLAS AT CASA DEL MAR HOMEOWNERS' ASSOCIATION, INC.**

**WHEREAS**, there has been presented to and discussed at this meeting of the board of directors of Villas at Casa Del Mar Homeowners' Association, Inc. a proposed plan providing for the merger of the corporation with Casa Del Mar Community Association, Inc., a Florida Not for Profit Corporation, and Estates at Casa Del Mar Homeowners' Association, Inc., a Florida Not for Profit Corporation, 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 Casa Del Mar Community Association, Inc. and Estates at Casa Del Mar Homeowners' Association, Inc., 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 29 day of December, 1997.

Directors:

Angel L. Rivero

ANGEL L. RIVERO

Jose Calvo

JOSE CALVO

Patricia Calvo

PATRICIA CALVO