

JUL 02 '98 09:18AM COHEN BERKE

N 93000003756

P.1

6/30/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:33 AM

((H98000012104 9))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, I
AUDIT NUMBER.....H98000012104
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
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File as of 6-30-98

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7-2-98

Merger

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

VINTAGE OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC., a
Florida corporation, N97000006767

INTO

VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC., a Florida
corporation, N93000003756

File date: June 30, 1998

Corporate Specialist: Darlene Connell

6/30/98

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DIVISION OF CORPORATIONS

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98 JUN 30 PM 12:49
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1998

VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.
5295 TOWN CENTER ROAD
SUITE 200
BOCA RATON, FL 33486US

SUBJECT: VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.
REF: N93000003756

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H98000012104
Letter Number: 398A00035592

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER AND AGREEMENT
AND PLAN OF MERGER**

This Articles of Merger and Agreement and Plan of Merger ("Agreement of Merger") is made as of June 26, 1998 by and between Vintage Oaks Property Owners' Association, Inc., a Florida not for profit corporation (the "Surviving Corporation"), and Vintage Oaks Estates Property Owners Association, Inc., a Florida not for profit corporation (the "Association"). The Surviving Corporation and the Association are sometimes hereinafter collectively referred to as "Constituent Corporations".

WITNESSETH:

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Association is a not for profit corporation duly organized and existing under the laws of the State of Florida and it has no members; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem the Merger advisable and in the best interests of each such corporation and the Surviving Corporation's members, and the Boards of Directors of each of the Constituent Corporations have adopted and approved the Articles of Merger and Agreement of Merger in accordance with the laws of Florida.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE 1

1.1 **The Merger.** Upon the terms and subject to the conditions set forth herein and in the Merger Agreement, the Association shall be merged with and into the Surviving Corporation effective as of 11:59 p.m. Eastern Standard Time on June 30, 1998. Such time shall be referred to as the "Effective Time," and the "Effective Date" of the Merger shall be the date of the Effective Time. On or about the Effective Date, the Constituent Corporations shall file with the Secretary of State of the State of Florida articles of merger, together with such other agreements and documents required to be filed otherwise. As of the Effective Date, the separate corporate existence of the Association shall cease and the Surviving Corporation shall be the surviving corporation of the Merger. The separate corporate existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

Prepared by:
Karen Z. Rosen, Esq.
FLORIDA BAR NO. 357197
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

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ARTICLE 2

2.1 **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation at and after the Effective Time until duly amended in accordance with the Florida Not For Profit Corporation Act (the "FNFPCA").

2.2 **Bylaws.** The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Bylaws of the Surviving Corporation at and after the Effective Time until duly amended in accordance with such Bylaws and applicable law.

ARTICLE 3

3.1 **Effect of Merger.** When the Merger has been effected:

3.1.1 The separate existence of the Association shall cease and the corporate existence and corporate identity of the Surviving Corporation shall continue as the surviving corporation of the Merger. Each membership of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

3.1.2 The Surviving Corporation shall have the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities, of a corporation under the FNFPCA.

3.1.3 The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Association, including all property, real (immovable), personal (movable), intangible and mixed, and all debts due on whatever accounts, including all other choices of action, and all and every other interest belonging to the Association, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without act or deed.

3.1.4 The Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Association, and any claim existing or action or proceeding pending by or threatened against the Association may be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor liens upon the property of the Association shall be impaired by the Merger.

ARTICLE 4

4.1 **Counterparts.** This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.2 **Dates of Board of Director Approval.** This Articles of Merger and Agreement and Plan of Merger and the Merger were duly approved and adopted by (i) unanimous written consent of the three (3) members of the Board of Directors of the Surviving Corporation dated as of June 26, 1998, and (ii) unanimous written consent of the three (3) members of the Board of Directors of the Association at a meeting held on June 26, 1998. The Surviving Corporation has no members entitled to vote. The Association has no members.

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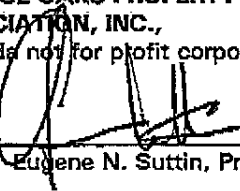
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IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement of Merger to be executed by their respective officers hereunto duly authorized, all as of the date first above written.

VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.,

a Florida not for profit corporation

By: _____

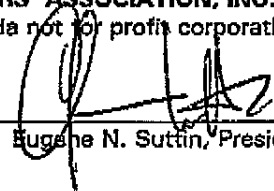


Eugene N. Suttin, President

VINTAGE OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.,

a Florida not for profit corporation

By: _____



Eugene N. Suttin, President

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**CERTIFICATE OF THE SECRETARY
OF
VINTAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

I, Eugene N. Suttin, Secretary of Vintage Oaks Property Owners' Association, Inc., a Florida not for profit corporation (the "Corporation"), hereby certify that:

1. The Articles of Merger and Agreement and Plan of Merger to which this Certificate is attached has been duly executed on behalf of the Corporation by its President under the corporate seal of the Corporation.

2. The Articles of Merger and Agreement and Plan of Merger was approved and adopted by unanimous written consent of the directors of the Corporation dated as of June 26, 1998.

6/26 IN WITNESS WHEREOF, the undersigned has executed this certificate as of _____, 1998.



Eugene N. Suttin, Secretary

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**CERTIFICATE OF THE SECRETARY
OF
VINTAGE OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

I, Kenneth Weitz, Secretary of Vintage Oaks Estates Property Owners Association, Inc., a Florida not for profit corporation (the "Corporation"), hereby certify that:

1. The Articles of Merger and Agreement and Plan of Merger to which this Certificate is attached has been duly executed on behalf of the Corporation by its President under the corporate seal of the Corporation.

2. The Articles of Merger and Agreement and Plan of Merger was approved and adopted by a unanimous written consent of the Corporation pursuant to a special meeting of the directors held on June 26, 1998.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of 6/26, 1998.



Kenneth Weitz, Secretary