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MERGER OR SHARE EXCHANGE

GRAND HAVEN MASTER ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
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Merger
LLP

ARTICLES OF MERGER
Merger Sheet

MERGING:

GRAND HAVEN NEIGHBORHOODS ASSOCIATION, INC., a Florida
corporation, document number N97000006426

INTO

GRAND HAVEN MASTER ASSOCIATION, INC., a Florida entity,
N95000005286

File date: August 30, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

(Grand Haven Master Association, Inc.
and
Grand Haven Neighborhoods Association, Inc.)

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Grand Haven Master Association, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Grand Haven Neighborhoods Association, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

Fifth: **ADOPTION OF MERGER BY SURVIVING CORPORATION**
(COMPLETE ONLY ONE SECTION)

SECTION I

The Plan of Merger was adopted by the members of the surviving corporation on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) _____ The Plan of Merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the Plan of Merger.
The Plan of Merger was adopted by the board of directors on December 14, 2000. The number of directors in office was 7. The vote for the plan was as follows: 7 FOR 0 AGAINST

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Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The Plan of Merger was adopted by the members of the merging corporation(s) on December 14, 2000. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 70 FOR 18 AGAINST

SECTION II

(CHECK IF APPLICABLE) _____ The Plan of Merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows:
_____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Grand Haven Master Association, Inc.

By: _____

James T. Cullis, President

Grand Haven Neighborhoods Association, Inc.

By: _____

Printed: _____

Title: _____

✓ Bratvold
✓ BRATVOLD
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Prepared by and return to:
Bert C. Simon, Esquire
Gartner, Brock and Simon
1660 Prudential Drive, Suite 203
Jacksonville, Florida 32207

PLAN OF MERGER

Plan of Merger dated as of December 14, 2000, between **Grand Haven Master Association, Inc.**, a Florida not-for-profit corporation, (the "Surviving Corporation") and **Grand Haven Neighborhoods Association, Inc.**, a Florida not-for-profit corporation (the "Absorbed Corporation").

STIPULATIONS

A. The Surviving Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 3 Waterside Parkway, Palm Coast, Florida 32137.

B. The Surviving Corporation is the association of owners established by that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Grand Haven Master Association dated May 31, 1996, and recorded in Official Records Book 557, page 1768 of the Public Records of Flagler County, Florida, as amended (the "Master Declaration") with reference to certain lands located in Flagler County, Florida, and identified in the Master Declaration as the "Property."

C. The Surviving Corporation has no shares of stock issued and outstanding.

D. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal address at 1 Old Kings Road South, Palm Coast, Florida 32137.

E. The Absorbed Corporation is the association of owners established by that certain Declaration of Covenants, Conditions and Restrictions for Grand Haven Neighborhoods dated November 19, 1997, and recorded in Official Records Book 0598, page 1080 of the Public Records of Flagler County, Florida, as amended (the "Subordinate Declaration") with reference to certain lands located within the Property subject to the Master Declaration.

F. The Absorbed Corporation is a Subordinate Association, as defined in the Master Declaration.

G. The Absorbed Corporation has no shares of stock issued and outstanding.

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H. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their Members that the Absorbed Corporation be merged into the surviving corporation pursuant to the provisions of Sections 617.1101 et seq. of the Florida Not for Profit Corporation Act for the purpose of transferring all rights, privileges, duties and obligations of the Absorbed Corporation to the Surviving Corporation.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation.

Section Two. Terms and Conditions.

(a) On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

(b) All Members of the Absorbed Corporation are already Members of the Surviving Corporation by virtue of the terms of the Master Declaration. In addition, as a result of the merger of the Absorbed Corporation into the Surviving Corporation, the Surviving Corporation shall identify and treat the former Members of the Absorbed Corporation as a separate Subordinate Association within the Master Association.

(c) The Master Declaration shall be amended: (i) to authorize the Surviving corporation to perform all of the duties and obligations and to have all of the rights, powers and privileges of the Absorbed Corporation under the Subordinate Declaration; (ii) to provide for the architectural review and approval process to be performed by the Surviving Corporation; and (iii) to establish an Advisory Committee to advise and consult with the Board of Directors of the Surviving Corporation on matters affecting the Members. The Board of Directors may delegate to the Advisory Committee such matters as the Board of Directors deems appropriate. The Advisory Committee shall be composed of two (2) residents of each Village elected by the members of the Subordinate Association of Owners within that Village. The Advisory Committee shall annually elect three (3) of its members to be members of the Board of Directors of the Surviving Corporation, provided that there may not be more than one (1) resident of each Village elected to the Board of Directors.

Section Three. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger. The Articles of Incorporation of the Surviving Corporation shall be amended

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to authorize the Surviving Corporation to perform all the duties and obligations and to have all of the rights, powers and privileges of the Absorbed Corporation under the Subordinate Declaration. The Articles of Incorporation shall also be amended to increase the number of directors to a minimum of seven (7) and to provide for the election of three (3) members of the Board of Directors by the Advisory Committee described above.

Section Four. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger. The bylaws of the Surviving Corporation shall be amended to authorize the Surviving Corporation to perform all the duties and obligations and to have all of the rights, powers and privileges of the Absorbed Corporation under the Subordinate Declaration. The Surviving Corporation bylaws shall also be amended to provide that an equal amount of any surplus funds acquired from the Absorbed Corporation as a result of this merger shall be allocated to each member of the Absorbed Corporation who has fully paid all assessments to the Absorbed Corporation due and payable as of the effective date of the merger, and the amount allocated shall be credited to each such Member against the next assessments levied by the Surviving Corporation.

Section Five. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified. Within ninety (90) days of the effective date of this merger a special meeting of the Advisory Committee shall be held to elect the three (3) representatives of the Advisory Committee to the Board of Directors. The remaining four (4) directors shall be appointed by the Developer under the Master Declaration.

Section Six. Implementation. The Absorbed and Surviving Corporations shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Approval by Members. This plan of merger shall be submitted for the approval of the Members of the Absorbed Corporation and the Board of Directors of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida, at meetings to be held on or before December 14, 2000, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date of filing of the Articles of Merger with the Florida Secretary of State.

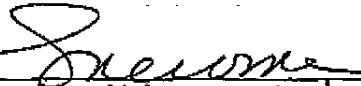
Section Nine. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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Executed on behalf of the constituent corporations by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and the Members of the Absorbed Corporation as of the date first above written.

GRAND HAVEN MASTER ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Print Name: JAMES T. CULLISTitle: PRESIDENTAttest: By: LINDA NEWMANTitle: SGR

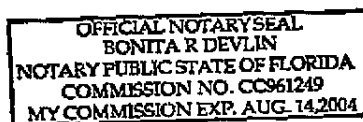
STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 14th day of DECEMBER, 2000 by JAMES T. CULLIS the PRESIDENT of Grand Haven Master Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

Bonita R. Devlin
Notary Public, State of Florida

BONITA R. DEVLIN
Print Name

My Commission Expires:



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[counterpart signature page to Plan of Merger]

**GRAND HAVEN NEIGHBORHOODS
ASSOCIATION, INC.,**
a Florida not-for-profit corporation

By: [Signature]
Print Name: PETER T. CHIODO
Title: PRESIDENT
Attest: [Signature]
By: LINDA NEWMAN
Title: VP

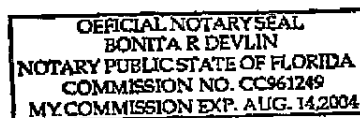
STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 14th day of DECEMBER, 2000 by PETER T. CHIODO the PRESIDENT of Grand Haven Neighborhoods Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

Bonita R. Devlin
Notary Public, State of Florida

BONITA R. DEVLIN
Print Name

My Commission Expires:



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