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MERGER OR SHARE EXCHANGE

GREY OAKS HOMEOWNERS ASSOCIATION, INC.

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC.,
a Florida not for profit corporation
INTO
GREY OAKS HOMEOWNERS ASSOCIATION, INC.,
a Florida not for profit corporation

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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 is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Grey Oaks Homeowners Association, Inc. (the "Surviving Corporation")	Florida	N97000003599

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Grey Oaks Phase 2 Homeowners Association, Inc. (the "Merging Corporation")	Florida	N05000004678

THIRD: The agreement and plan of merger is attached.

FOURTH: The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State, Division of Corporations.

FIFTH: The agreement and plan of merger was adopted by written consent of the members of the surviving corporation and executed in accordance with Section 617.0701, Florida Statutes.

SIXTH: The agreement and plan of merger was adopted by written consent of the members of the merging corporation and executed in accordance with Section 617.0701, Florida Statutes.

Prepared By:

Roger A. Larson, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0108435
(727) 461-1818

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Signed this 15th day of August, 2008, and effective as of the Effective Date.

SURVIVING CORPORATION:

GREY OAKS HOMEOWNERS
ASSOCIATION, INC., a Florida not for
profit corporation

By: Eddie Brown
Eddie Brown, President

MERGING CORPORATION:

GREY OAKS PHASE 2 HOMEOWNERS
ASSOCIATION, INC., a Florida not for
profit corporation

By: Marc Rutenberg
Marc Rutenberg, President

#380627 v1 - GREY OAKS Articles of Merger
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 12th day of July, 2006, and shall be effective as of August 15, 2008, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

GREY OAKS HOMEOWNERS ASSOCIATION INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: June 23, 1997

II - MERGED CORPORATION

GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation ("Merged Corporation").

Date of incorporation: May 5, 2005

WITNESSETH:

WHEREAS, the Merged Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 617 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be GREY OAKS HOMEOWNERS ASSOCIATION, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: Eddie Brown
Albert Fusco
Patti Schuman
Joseph Maddox
Dr. Melvyn Drew

Officers:	Eddie Brown	President
	Albert Fusco	Vice President
	Dr. Melvyn Drew	Secretary
	Joseph Maddox	Treasurer

ARTICLE V
APPROVAL OF MERGER BY DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on August 15, 2008.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merged Corporation, as provided by Chapters 617 of the Florida Statutes, on August 15, 2008.

ARTICLE VII
EFFECTIVE DATE OF MERGER

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This Merger shall become effective as of August 15, 2008, for tax and accounting purposes and shall become effective for purposes of Chapter 617 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

**GREY OAKS HOMEOWNERS
ASSOCIATION, INC., a Florida not for
profit corporation**

By: Eddie Brown
Eddie Brown, President

MERGING CORPORATION:

**GREY OAKS PHASE 2 HOMEOWNERS
ASSOCIATION, INC., a Florida not for
profit corporation**

By: Marc Rutenberg
Marc Rutenberg, President

#389633 v1 - GREY OAKS Plan of Merger
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