

N94000002758

227 Nokomis Avenue S.
Venice, Florida 34285

Tel: (941) 485-1571
Fax: (941) 484-7226

Mailing Address:
Post Office Box 1767
Venice, FL 34284-1767

**Kanetsky
Moore
& DeBoer, P.A.**
Law Offices

Murray Kanetsky
Robert L. Moore*
Robert J. DeBoer*
Erik R. Lieberman**
Sharon S. Vander Wulp
* Board Certified Real Estate
** Also admitted in Pennsylvania

February 19, 1999

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

900002782899
900002782899-015-6
02/22/99 01000-015-6
*****122.50 *****78.75

Re: Amendment to Articles and Articles of Merger
Whitestone Property Owners Association, Inc.
Our File No. 11942.01

Dear Sirs:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation, Articles of Merger and Certificate of Merger in regard to the above-referenced Association. Also, enclosed is our check in the amount of \$122.50 to be applied as follows:

\$ 35.00	Filing fee for the Amendment to Articles
8.75	Certified copy of the Amendment to Articles
70.00	Filing fee for Articles and Certificate of Merger
<u>8.75</u>	Certified copy of the Articles and Certificate of Merger
\$122.50	

Please return certified copies of the Articles to my attention after filing.

Thank you for your assistance to this matter.

Very truly yours,



Sherry Fenderson,
Legal Assistant to
Sharon S. Vander Wulp

FILED
99 MAR 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SVW/pcf

Enclosures

cc: Whitestone Property Owners Association, Inc.

merger
LFT 4-9-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC., a Florida
corporation (Document #N93000005455)

INTO

WHITESTONE PROPERTY OWNERS ASSOCIATION, INC., a Florida
corporation, N94000002758

File date: March 29, 1999

Corporate Specialist: Louise Flemming-Jackson

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** Also admitted in Pennsylvania

March 24, 1999

Doug Spitler, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sweetwater Villas Property Owners Association, Inc.
Merger with Whitestone Property Owners Association, Inc.
Your Reference No.: N93000005455
Our File No. 11942.01

Dear Mr. Spitler:

Enclosed please find your letter dated March 1, 1999 directed to our attention. In your letter, you state that Sweetwater Villas cannot be merged into Whitestone, as Sweetwater Villas was an administratively dissolved corporation due to its failure to file its 1998 corporate annual report form. Please find enclosed a copy of the 1998 Non Profit Corporation Annual Report Form as completed. Also please find enclosed a check drawn on the account of Sweetwater Villas Property Owners Association, Inc., payable to the Florida Department of State, Annual Reports Section, in the amount of \$61.25, which payment was deposited on April 22, 1998.

We note that on the Non Profit Corporation Annual Report Form the corporate name is incorrectly stated as Sweetwater Property Owners Association, Inc. The correct corporate name is Sweetwater Villas Property Owners Association, Inc. The FEI number is properly stated on the Annual Report as 65-0573964.

The Internet site for the Florida Division of Corporations reveals that there exists a Sweetwater Property Owners Association, Inc., and that its information has been changed as per the enclosed annual corporate form. However, the FEI number for Sweetwater Property Owners Association, Inc. is different than the FEI number on the enclosed Annual Report Form of Sweetwater Villas.

Doug Spitler, Document Specialist
March 24, 1999
Page 2

The FEI number for Sweetwater Villas Property Owners Association, Inc. is 65-0573964 as shows on the enclosed form. We are requesting the Secretary of State, Division of Corporations correct this error. The \$61.25 filing fee for FEI number 65-0573964 was paid for Sweetwater Villas Property Owners Association, Inc. The balance of the information on this form is correct.

Unless you need further confirmation from the Association, please proceed to merge Sweetwater Villas Property Owners Association, Inc. into Whitestone Property Owners Association, Inc. Enclosed again is the original Articles of Merger for Sweetwater Villas Property Owners Association, Inc. to merge into Whitestone Property Owners Association, Inc. As stated in your letter, we have removed any references to shareholders from the document.

Your letter stated that you were returning our check of \$122.50. However, the check was not enclosed. In addition, also not enclosed was the Certificate of Amendment to the Articles of Incorporation of Whitestone Property Owners Association, Inc., which was sent to your attention. The purpose of that Certificate of Amendment was to reflect the merger of the two corporations.

Please proceed to file the Articles of Merger as enclosed. In addition, the monies provided of \$122.50 were to be applied as follows:

\$35.00	-	Filing fee for the Amendments to Articles
\$8.75	-	Certified copy of the Amendments to Articles
\$70.00	-	Filing fee for Articles and Certificate of Merger
\$8.75	-	Certified copy of the Articles and Certificate of Merger
\$122.50	-	Total enclosed with previous correspondence dated February 19, 1999

Your cooperation in completing this transaction is appreciated.

Very truly yours,



Sharon S. Vander Wulp

SVW/ja
Enclosures
cc: Whitestone Property Owners Association, Inc.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 1999

KANETSKY MOORE & DEBOER, P.A.
ATTN: SHERRY FENDERSON
POST OFFICE BOX 1767
VENICE, FL 34284-1767

SUBJECT: SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION,
INC.
Ref. Number: N93000005455

We have received your document for SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1998 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is \$297.50. Add an additional \$8.75 for each certificate of status requested.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 999A00009299

FILED

99 MAR 29 PM 3: 38

ARTICLES OF MERGER
OF FLORIDA CORPORATIONS
INTO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHITESTONE PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one of such corporations:

1. The following Plan of Merger was approved by the Members of each of the undersigned corporations in the manner prescribed by the Florida Not For Profit Corporation Act:

Plan of Merger
of
Sweetwater Villas Property Owners Association, Inc. into Whitestone Property Owners Association, Inc.

Pursuant to Section 617.1103(1)(a), F. S., the Board of Directors of Sweetwater Villas Property Owners Association, Inc. and Whitestone Property Owners Association, Inc. at their regularly scheduled Board of Director's meetings held in September 1998, adopted by resolution a proposed plan of merger, merging Sweetwater Villas Property Owners Association, Inc. into Whitestone Property Owners Association, Inc., with the surviving corporation being Whitestone Property Owners Association, Inc.; that each member of Sweetwater Villas Property Owners Association, Inc. be allocated one vote in Whitestone Property Owners Association, Inc. for each lot owned; that officers and directors for Whitestone Property Owners Association, Inc. be elected from the membership of either Association; that Whitestone Property Owners Association, Inc. accepts all assets and liabilities of Sweetwater Villas Property Owners Association, Inc. as of February 1, 1999, the date of adoption of the plan; that all expenses for the Associations be allocated on an equal basis except that lawn maintenance be allocated 60% to Whitestone Property Owners Association, Inc. and 40% to Sweetwater Villas Property Owners Association, Inc.; that the effective date of the plan be February 1, 1999; and directed that this merger be submitted to a vote of each Association's membership. Written notice of the merger proposal was provided by regular mail as required in the Associations' bylaws to each member of each Association at least fourteen days prior to the special members' meeting scheduled for each Association. The Notice and ballot set forth the proposed plan of merger. The members of Sweetwater Villas Property Owners

Association, Inc. and Whitestone Property Owners Association, Inc., respectively, on November 16, 1998, voted by not less than a majority of the total votes of each Association at their respective meetings to approve the merger.

2. The date of adoption of the Plan of Merger by the membership was:

<u>Name of Corporation</u>	<u>Date</u>
Whitestone Property Owners Association, Inc.	November 16, 1998
Sweetwater Villas Property Owners Association Inc.	November 16, 1998

The Plan of Merger was adopted by not less than a majority vote of the membership of both Sweetwater Villas Property Owners Association, Inc. and Whitestone Property Owners Association, Inc., pursuant to Section 617.1103.

3. As to each of the undersigned corporations, the number of outstanding members entitled to vote on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Members Outstanding</u>
Sweetwater Villas Property Owners Association Inc.	40
Whitestone Property Owners Association, Inc.	53

4. As to each of the undersigned corporations, the total number of votes for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Sweetwater Villas Property Owners Association Inc.	30	7
Whitestone Property Owners Association, Inc.	28	2

Dated 12th day of January, 1999.

SWEETWATER VILLAS PROPERTY
OWNERS ASSOCIATION, INC.

By: *Brad Bishop*
BRAD BISHOP, President

By: *Karen Paz*
KAREN PAEZ, Secretary

WHITESTONE PROPERTY OWNERS
ASSOCIATION, INC.

By: *Brad Bishop*
BRAD BISHOP, President

By: *Karen Paz*
KAREN PAEZ, Secretary

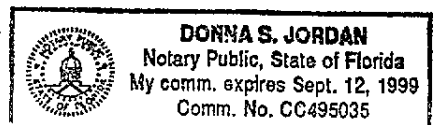
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared BRAD BISHOP, as President of SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC., who is to me well known to be the person described in and who subscribed the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official seal, at Venice, Florida, in said County and State this 12th day of January, 1999.

Donna S. Jordan
Notary Public
STATE OF FLORIDA

My Commission expires: 9/12/99



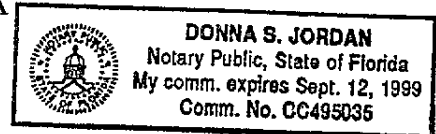
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared KAREN PAEZ, as Secretary of SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC., who is to me well known to be the person described in and who subscribed the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official seal, at Venice, Florida, in said County and State this 12th day of January, 1999.


Notary Public
STATE OF FLORIDA

My Commission expires: 9/12/99



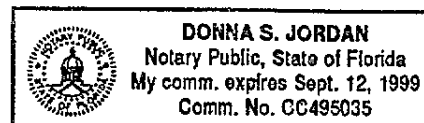
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared BRAD BISHOP, as President of WHITESTONE PROPERTY OWNERS ASSOCIATION, INC., who is to me well known to be the person described in and who subscribed the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official seal, at Venice, Florida, in said County and State this 12th day of January, 1999.


Notary Public
STATE OF FLORIDA

My Commission expires: 9/12/99



STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared KAREN PAEZ, as Secretary of WHITESTONE PROPERTY OWNERS ASSOCIATION, INC., who is to me well known to be the person described in and who subscribed the above articles of merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official seal, at Venice, Florida, in said County and State this 12th day of January, 1999.


Notary Public
STATE OF FLORIDA

My Commission expires: 9/12/99

