722422

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TALLAHASSEE, FLORIDA

ajc me.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SARASOTA WINDS NORTH, INC

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary EICHORN
(Name of Person)

(Firm/Company)

4215 Edam Street
(Address)

Sarasota, Florida, 34234
(City/State and Zip Code)

For further information concerning this matter, please call:

Pamela Bournival at (941) 355-1564
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. SARASOTA WINDS OF ST ARMANDS NORTH CIVIC ASSOCIATION, INC. 4000 North Tuttle Avenue Sarasota, Florida, 34234	FLORIDA	NOT FOR PROFIT
Florida Document/Registration Number: 722422		FEI Number: 5919[illegible]1034
2. WIN-MIL-NO CORPORATION 4402 PITTENGER DRIVE Sarasota, Florida, 34234	FLORIDA	FOR PROFIT
Florida Document/Registration Number: H52082		FEI Number: 592500069
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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TALLAHASSEE, FLORIDA

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01-01-06

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address	Jurisdiction	Entity Type
SARASOTA WINDS NORTH, INC	FLORIDA	NOT FOR PROFIT
4000 NORTH TUTTLE AVENUE		
SARASOTA, FLORIDA, 34234		

Florida Document/Registration Number: 722422 FEI Number: 591911034

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

01 JANUARY 2006

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
S.W.O.S.A.N. CIVIC ASSOCIATION	Colin Ewing	COLIN EWING, PRESIDENT
WIN-MIL-NO CORP	Patrick Maxwell	PATRICK MAXWELL, PRESIDENT

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations:	Signature of Chairman, Vice Chairman, President or any officer.
All General Partnerships:	Signatures of two partners.
All Domestic Limited Partnerships:	Signatures of all general partners.
All Non-Florida Limited Partnerships:	Signature of one general partner.
All Limited Liability Companies:	Signature of a member or authorized representative of a member.
All Other Business Entities:	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILING FEES:

For each Limited Partnership:	$52.50 (If merger filed pursuant to s. 608.4382, $25.00)
For each Limited Liability Company:	$25.00
For each Corporation:	$35.00
For each General Partnership:	$25.00
All Others:	No Charge

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

Name	Jurisdiction
SARASOTA WINDS OF ST ARMANDS NORTH CIVIC ASSOCIATION, INC	FLORIDA
WIN-MIL-NO CORPORATION	FLORIDA

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction
SARASOTA WINDS NORTH, INC	FLORIDA

THIRD: The terms and conditions of the merger are as follows:

THAT the Win-Mil-No Corp and the SARASOTA WINDS OF ST ARMANDS NORTH CIVIC ASSOCIATION, INC (the registered Homeowners Association and the registered civic association within the Winds of St Armands North mobile home park in Sarasota, Florida) merge to become the SARASOTA WINDS NORTH, INC with each of our Articles of Incorporation and our By-laws merged, ensuring the corporate governance by members;
THAT there be a single Board of Directors with executive officers assigned to focus on homeowner issues and civic issues;
THAT financial accounts will be combined and managed by the new Board of Directors;
THAT there will be an annual membership fee established by the Board of Directors;
THAT membership is mandatory only for those who accept cable television service under a bulk service contract between the Board and Comcast Cable;
THAT monies held in trust by the Civic Association on behalf of affiliated clubs and organizations, i.e. Band, Bingo, Golf, Shuffleboard, Wheelers and Tale Winds, will remain the property of the respective organization;

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

NO MEMBER SHALL HAVE ANY TITLE OR INTEREST, LEGAL OR OTHERWISE, IN OR TO THE CORPORATION'S PROPERTY, OR IN ANY GIFTS OR CONTRIBUTIONS MADE TO THE CORPORATION OR ITS CLUBS.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

ALL REGISTERED HOME OWNERS WITHIN THE WINDS OF ST ARMANDS NORTH MOBILE HOME PARK, 4000 NORTH TUTTLE AVE, SARASOTA, FLORIDA, ARE ELIGIBLE FOR MEMBERSHIP IN THE CORPORATION UPON PAYMENT OF THE ANNUAL MEMBERSHIP FEE.

ONLY ONE MEMBERSHIP FEE PER HOME IS PAYABLE AND ONLY ONE MEMBER PER HOME SHALL HAVE THE RIGHT TO VOTE AND TO HOLD ELECTED OFFICE.

UPON DISSOLUTION OF THE CORPORATION, THE REMAINING ASSETS WILL BE DISTRIBUTED TO ORGANIZATIONS WHICH QUALIFY FOR EXEMPTION UNDER FEDERAL, STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE, AND NONE OF THE ASSETS WILL BE DISTRIBUTED TO ANY MEMBER, OFFICER, TRUSTEE OF THIS ORGANIZATION OR ANY PRIVATE PERSON.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)	If General Partner is a Non-Individual, Florida Document/Registration Number
N/A	

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

THE FEDERATION OF MANUFACTURED HOMEOWNERS OF FLORIDA, INC (FMO) IS AN ORGANIZATION FORMED TO REPRESENT THE INTERESTS OF ALL MOBILE HOME OWNERS WITHIN THE STATE OF FLORIDA. INDIVIDUAL MOBILE HOME OWNERS PAY, WITHOUT OBLIGATION, A MEMBERSHIP FEE TO THE STATEWIDE ORGANIZATION. MOST MOBILE HOME PARKS HAVE A LOCAL ORGANIZATION WITHIN THEIR OWN PARK. THE WINDS OF ST ARMANDS NORTH HAS SUCH A LOCAL CLUB WHICH REPRESENTS FMO MEMBERS AND ENCOURAGES MEMBERSHIP TO THE STATE ORGANIZATION. THE PLAN OF MEMRGER INCLUDES, WITH THE CONSENT OF FMO MEMBERS, INCORPORATING THE PARK FMO CLUB AND FINANCES INTO THE SURVIVING CORPORATION.

THE SURVIVING CORPORATION IS A NOT FOR PROFIT CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA AND SUBJECT TO CHAPTER 723, FLORIDA STATUTES, AND UNDER SECTION 5(c)(7) OF THE INTERNAL REVENUE CODE.

THAT THE PLAN OF MERGER HAS BEEN ADOPTED BY THE BOARDS AND BOTH THE SHAREHOLDERS OF WIN-MIL-NO CORP AND THE MEMBERS OF SARASOTA WINDS OF ST ARMANDS NORTH CIVIC ASSOCIATION, INC

(Attach additional sheet(s) if necessary)

EIGHTH: (continued): Amended Articles of Incorporation are as follows:

ARTICLES OF INCORPORATION

In Compliance with Chapter 617 F.S., (Not for Profit)

ARTICLE I : NAME

The name of this corporation shall be **Sarasota Winds North, Inc.**

ARTICLE II : EFFECTIVE DATE

The effective date of this corporation is **January 1, 2006**.

ARTICLE III : PLACE OF BUSINESS

The principal place of business of the corporation is in Sarasota County, at 4000 North Tuttle Avenue, Sarasota, Florida, 34234. The initial post office address of the principal office of this corporation in the State of Florida is: - Mr. Gary Eichorn, 4215 Edam Street, Sarasota, Florida, 34234. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE IV : NATURE OF BUSINESS

The purpose and general nature of business to be transacted is as a Not For Profit Corporation, organized under the laws of the State of Florida and subject to Chapter 723, Florida Statutes and under section 501(c)(7) of the Internal Revenue Code, for the following purposes:

- As a homeowners association to represent the home owners within Winds of St Armand's North mobile home park located at 4000 North Tuttle Avenue, Sarasota, Florida, 34234;
- To negotiate for, acquire, and operate this mobile home park on behalf of the mobile home owners should this park become available for purchase and to convert this mobile home park once acquired to a condominium, a cooperative, or a subdivision form of ownership, or another form of ownership;
- To promote membership and the objectives of the Federation of Manufactured Home Owners of Florida, Inc;
- To work for the good and welfare of all residents and serve as a liaison between park management and residents of the Winds of St Armand's North;
- To protect our personal and property rights;
- To sponsor recreational, social and cultural activities and to promote other clubs, organizations or groups which may be formed, as long as they are abiding by and following the by-laws of this Association.

ARTICLE V: MEMBERSHIP AND VOTING

All registered home owners are eligible for membership in the corporation. Only one member per home shall have the right to vote and to hold elected office. The Board of Directors shall be elected at each annual meeting to be determined by the by-laws. No member shall have any title, interest, legal or otherwise, in or to the corporation's property, or in any gifts or contributions made to the corporation or its clubs.

ARTICLE VI : DIRECTORS

This corporation shall have five (5) directors, initially. The number of directors may be increased or decreased from time to time by by-laws that are adopted by the members, but shall never be less than three.

ARTICLE VII : CORPORATION OFFICERS

Until the first meeting of the members and other officers are elected, the business of this corporation shall be conducted by a Board of Directors consisting of the President, Vice President Homeowners, Vice President Activities, Secretary and Treasurer. The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

President	Patrick Maxwell 3917 Guilder Street Sarasota, Florida, 34234
Vice President Homeowners	Russell Morse 4211 Rhine Street Sarasota, Florida, 34234
Vice President Activities	Colin Ewing 3815 Edam Street Sarasota, Florida, 34234
Secretary	Pamela Bournival 3912 Voorne Street Sarasota, Florida, 34234
Treasurer	Gary Eichorn 4215 Edam Street Sarasota, Florida, 34234

ARTICLE VIII : AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a members meeting by a majority vote of the members entitled to vote thereon.

ARTICLE IX : REGISTERED AGENT FOR SERVICE OF PROCESS

The name of the first Registered Agent of this corporation is:
Gary Eichorn
4215 Edam Street
Sarasota, Florida, 34234

ARTICLE X: DISSOLUTION

Upon dissolution of this corporation, the remaining assets will be distributed to organizations which qualify for exemption under federal state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization, or any private person.

ARTICLE XI : INCORPORATOR

Pamela Bournival
3912 Voorne Street
Sarasota, Florida, 34234

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Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as a registered agent and agree to act in this capacity.

Gary Eichorn Date: 12/17/05
Signature/Registered Agent

Pam Bournival Date: 12/17/05
Signature/Incorporator