

727588

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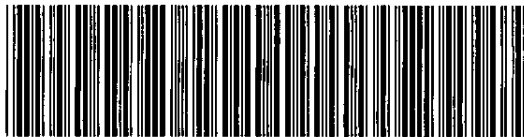
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3111 Stirling Road
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Ft. Lauderdale, FL 33310-9057**

**ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
800.432.7712 U.S. TOLL FREE**

**WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM**

December 10, 2008

**Reply To:
Fort Lauderdale
Lance D. Clouse, Esq.
Direct dial: (954) 364-6020
LClouse@becker-poliakoff.com**

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Spring Creek Condominiums Phase I, II, and III: Corporation
Reinstatements; Articles of Merger; Articles of Amendment

Dear Sir or Madam:

Enclosed please find the following documents for filing with the Florida
Department of State, Division of Corporations:

1. Corporation Reinstatement Form for Spring Creek Condominium Association, Inc., Document No. 727588;
2. Corporation Reinstatement Form for Spring Creek Condominium Apartments Phase I, Inc., Document No. 725242;
3. Corporation Reinstatement Form for Spring Creek Condominium Apartments Phase II, Inc., Document No. 726485;
4. Corporation Reinstatement Form for Spring Creek Condominium Apartments Phase III, Inc., Document No. 727070;
5. Articles of Merger of Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc., Spring Creek Condominium Apartments Phase III, Inc., and Spring Creek Condominium Association, Inc. (Plan of Merger attached thereto); and
6. Articles of Amendment for Spring Creek Condominium Association, Inc., Document No. 727588 (Amended and Restated Articles of Incorporation attached thereto).

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Amendment Section
December 10, 2008
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In addition, enclosed please find a check made payable to the Florida Department of State in the amount of \$2,590.00, for the following fees:

1.	Reinstatement: Spring Creek Condominium Association, Inc.	\$236.25
2.	Reinstatement: Spring Creek Condominium Apartments Phase I, Inc.	\$726.25
3.	Reinstatement: Spring Creek Condominium Apartments Phase II, Inc.	\$726.25
4.	Reinstatement: Spring Creek Condominium Apartments Phase III, Inc.	\$726.25
5.	Articles of Merger for merging four Corporations	\$140.00
6.	Articles of Amendment for Spring Creek Condominium Ass'n, Inc.	<u>\$ 35.00</u>
TOTAL		\$2,590.00

Please contact the undersigned attorney regarding any documentation or inquiries concerning the above-referenced filings. Thank you for your attention to this matter.

Very truly yours,



Lance D. Clouse
For the Firm

LDC/lc

Enclosures (as stated)

cc: Board of Directors, Spring Creek Condominium Association, Inc.

ARTICLES OF MERGER
OF
SPRING CREEK CONDOMINIUM ASSOCIATION, INC.
(a Florida corporation not for profit)
AND
SPRING CREEK CONDOMINIUM APARTMENTS PHASE I, INC.
(a Florida corporation not for profit)
AND
SPRING CREEK CONDOMINIUM APARTMENTS PHASE II, INC.
(a Florida corporation not for profit)
AND
SPRING CREEK CONDOMINIUM APARTMENTS PHASE III, INC.
(a Florida corporation not for profit)

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TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "Act") the undersigned corporations hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference, Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc., Spring Creek Condominium Apartments Phase III, Inc. will be merged into the Spring Creek Condominium Association, Inc., with Spring Creek Condominium Association, Inc., being the surviving entity of the merger (the "Merger").

2. The Plan of Merger dated August 23, 2008 was adopted by the directors of Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc., Spring Creek Condominium Apartments Phase III, Inc. and Spring Creek Condominium Association, Inc., in accordance with the Condominium Act and the Act, as evidenced by the resolutions adopted on August 23, 2008. Specifically, it was adopted by the requisite number of owners of each of the corporations involved in the Merger, and adopted by the Board, as delineated more specifically in the resolutions adopted on August 23, 2008.

3. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State, or if a later date is required by law, the later of the date the Condominium Documents related to the merger, financial consolidation and other issues are recorded in the Broward County records, or the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc., Spring Creek Condominium Apartments Phase III, Inc. will be merged into the Spring Creek Condominium Association, Inc., by their authorized officers as of August 23, 2008.

SPRING CREEK CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit.

By: _____

AARON S. MOORE PRESIDENT

SPRING CREEK CONDOMINIUM APARTMENTS PHASE I, INC.
a Florida corporation not for profit

By: _____

BERNARD KORZUP PRESIDENT

SPRING CREEK CONDOMINIUM APARTMENTS PHASE II, INC.
a Florida corporation not for profit

By: _____

Kristi Smith PRESIDENT

SPRING CREEK CONDOMINIUM APARTMENTS PHASE III, INC.
a Florida corporation not for profit

By: _____

AARON S. MOORE PRESIDENT

PLAN OF MERGER

***SPRING CREEK CONDOMINIUM ASSOCIATION, INC.
SPRING CREEK CONDOMINIUM APARTMENTS PHASE I, INC.
SPRING CREEK CONDOMINIUM APARTMENTS PHASE II, INC.
SPRING CREEK CONDOMINIUM APARTMENTS PHASE III, INC***

WHEREAS, Spring Creek Condominium Association, Inc., a Florida Corporation not for profit, is a corporate entity created contemporaneously with the condominium associations and the condominiums specifically named and described below;

WHEREAS, Spring Creek Condominium Apartments Phase I, Inc., a Florida Corporation not for profit, is the corporate entity contemplated to be responsible for the operation and management of Spring Creek Condominium Apartments Phase I, as more particularly described in the Declaration of Condominium thereof, recorded at OR Book 5120 page 277, et seq. of the Public Records of Broward County, Florida, and as amended; and

WHEREAS, Spring Creek Condominium Apartments Phase II, Inc., a Florida Corporation not for profit, is the corporate entity contemplated to be responsible for the operation and management of Spring Creek Condominium Apartments Phase II, as more particularly described in the Declaration of Condominium thereof, recorded at OR Book 5286, page 155, et. seq. of the Public Records of Broward County, Florida, and as amended; and

WHEREAS, Spring Creek Condominium Apartments Phase III, Inc., a Florida Corporation not for profit, is the corporate entity contemplated to be responsible for the operation and management of Spring Creek Condominium Apartments Phase III, as more particularly described in the Declaration of Condominium thereof, recorded at OR Book 5331 Page 602, et seq. of the Public Records of Broward County, Florida, and as amended; and

WHEREAS, the condominiums known as Spring Creek Condominium Apartments Phase I, Spring Creek Condominium Apartments Phase II, and Spring Creek Condominium Apartments Phase III are referred to collectively herein as the "Spring Creek Condominium Community";

WHEREAS, in accordance with the Condominium Documents and/or the Condominium Act, amendments to the respective Declarations for the Spring Creek Condominium Community providing, among other things, for the ratification and continuation of the consolidation of all financial operations of the condominiums in the Spring Creek Condominium Community shall be submitted to the unit owners at a properly noticed meeting (each vote in each Association held and approved separately);

WHEREAS, in accordance with the Condominium Documents and/or the Condominium Act, amendments to the governing documents of Spring Creek Condominium Association, Inc. shall be submitted to the unit owners within the Spring Creek Condominium Community (each vote in each Association held and approved separately), and at a properly noticed meeting, specifically the Amended and Restated Bylaws and the Amended and restated Articles of Incorporation for Spring Creek Condominium Association, Inc. Said documents provide, among other things, that Spring Creek Condominium Association, Inc. will have all of the powers and duties set forth therein, and govern and control all Condominium Property and Association Property located within the boundaries of the Spring Creek Condominium Community.

WHEREAS, the Boards of Directors of the above-named corporations acknowledge and agree that the simplicity and economy of operation of the Spring Creek Condominium Community will be enhanced by the merger of the aforementioned corporations into a single operating entity; the ratification and continuation of the consolidation of financial operations; and the Adoption of the aforementioned Amended And Restated Bylaws and the Amended And restated Articles of incorporation.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes, the following plan of merger is hereby adopted on August 23, 2008:

1. Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc. and Spring Creek Condominium Apartments Phase III, Inc., each a

Florida corporation not-for-profit, shall be the merging or constituent corporations, and Spring Creek Condominium Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.

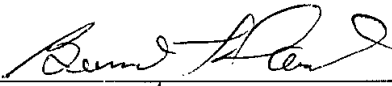
2. Subsequent to the merger, Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc. and Spring Creek Condominium Apartments Phase III, Inc. will no longer continue to operate, as the surviving corporation shall be vested with all of their respective rights and obligations upon the effective date of the merger.
3. Spring Creek Condominium Association, Inc., shall, upon the merger, assume all the powers, rights, causes of action, choses in action, duties, assets and liabilities of Spring Creek Condominium Apartments Phase I, Inc., Spring Creek Condominium Apartments Phase II, Inc. and Spring Creek Condominium Apartments Phase III, Inc. Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against any of the corporations, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against one of the constituent corporations, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either constituent corporation.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

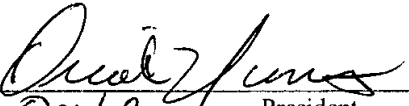
4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums operated by the merging corporations. The surviving corporation shall operate as a multi-condominium association. The surviving corporation shall conduct its affairs pursuant to the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws attached hereto, and the Declarations of Condominium for the Spring Creek Condominium Community.
5. The Board of Directors of the surviving corporation, as of the effective date of the merger shall remain as currently constituted, until the first annual meeting of the surviving corporation, which shall be held no later than December 31, 2009. At such time, nine (9) directors shall be elected at large as provided in the Bylaws.
7. Following the acceptance of this Plan of Merger by the Boards of Directors for each Condominium Association and the requisite approvals by the unit owners within the Spring Creek Condominium Community, this Merger shall become effective upon the filing of Articles of Merger with the Department of State pursuant to Chapter 617, Florida Statutes.

[SIGNATURES ON NEXT PAGE]

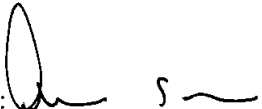
**SPRING CREEK CONDOMINIUM
APARTMENTS PHASE I, INC.**

BY: 
Bernard Kolins, President


**SPRING CREEK CONDOMINIUM
APARTMENTS PHASE II, INC.**

BY: 
Crist Annet, President

**SPRING CREEK CONDOMINIUM
APARTMENTS PHASE III, INC.**

BY: 
Annen S. Moore, President

**SPRING CREEK CONDOMINIUM
APARTMENTS ASSOCIATION, INC.**

BY: 
Annen S. Moore, President