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DIVISION OF CORPORATIONS
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ls 3/12/07
Merger

SMG
Attorneys at Law
SAMOUCE, MURRELL & GAL, P.A.
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5405 Park Central Court
Naples, Florida 34109

Robert C. Samouce
Robert E. Murrell
Alfred F. Gal, Jr.

Telephone (239) 596-9522
Facsimile (239) 596-9523

March 8, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger documents for Castillo at Tiburon

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the merger documents for the above referenced corporation to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of $218.75 for filing fees.

Thank you for your assistance.

Sincerely,
SAMOUCE, MURRELL & GAL, P.A.

Teresa Murrell

Teresa Murrell
For the Firm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 MAR 12 AM 10: 30

ARTICLES OF MERGER

Article 1. The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Castillo at Tiburon Community Association, Inc., a Florida corporation not for profit.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is changed to Castillo at Tiburon Condominium Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger and the Exhibits hereto, were adopted and approved by at least a majority of the members of each corporation entitled to vote with respect thereto at a meeting of the members held on March 2nd, 2007, which was sufficient for approval.

Date 3/2/07

CASTILLO AT TIBURON
COMMUNITY ASSOCIATION, INC.

By: SAlly H. Dupler
Sally H. Dupler, *President*

Attest:
Sally H. Dupler
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

This instrument was executed before me this 2nd day of March, 2007, by Sally H. Dupler, as President of **CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation. He/She personally known to me or did produce ______________________ as identification.

____
Signature of Notary

Robert C. Samouce
Printed name of Notary

(NOTARIAL SEAL)
NOTARY PUBLIC STATE OF FLORIDA
ROBERT C. SAMOUCE
MY COMMISSION # DD 356830
EXPIRES: December 30, 2008
Bonded Thru Budget Notary Services

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 3/2/07

CASTILLO I AT TIBURON CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

By: ______________________

MARK KUTNER, *President*

Attest:

____
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 2nd day of March, 2007, by Mark Kutner, as President of CASTILLO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or did produce ______________________ as identification.

____
Notary Public Signature
Robert C. Samouce
Printed name of Notary

(NOTARIAL SEAL)

ROBERT C. SAMOUCE
MY COMMISSION # DD 350630
EXPIRES: December 30, 2008
Bonded Thru Budget Notary Services

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 3/6/07

CASTILLO II AT TIBURON CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

X By: [signature]
SUSANNE MILLER, *President*

Attest:
[signature]
Secretary

(CORPORATE SEAL)

STATE OF California
COUNTY OF Los Angeles

The foregoing instrument was executed before me this 6th day of March, 2007, by Susann C. Miller, as President of CASTILLO II AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. ~~He/~~She is ~~personally known to me or~~ did produce CA Drivers License as identification.

[signature]
Notary Public Signature
JANE M. GARCIA
Printed name of Notary

(NOTARIAL SEAL)

JANE M. GARCIA
Commission # 1419447
Notary Public - California
Los Angeles County
My Comm. Expires Jun 18, 2007

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 3/2/07

CASTILLO III AT TIBURON CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

By: [signature]

Richard J Schrandt, *President*

Attest: [signature]
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 2nd day of March, 2007, by Richard J. Schrandt, as President of CASTILLO III AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or did produce ______ as identification.

[signature]
Notary Public Signature
Robert C. Samouce
Printed name of Notary

(NOTARIAL SEAL)

NOTARY PUBLIC STATE OF FLORIDA
ROBERT C. SAMOUCE
MY COMMISSION # DD 350830
EXPIRES: December 30, 2008
Bonded Thru Budget Notary Services

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 3/2/07

CASTILLO IV AT TIBURON CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

By: [signature]

Michael Pedone, *President*

Attest: [signature]
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 2nd day of March, 2007, by Michael Pedone, as President of CASTILLO IV AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or did produce ______________________ as identification.

[signature]
Notary Public Signature
Robert C. Samouce
Printed name of Notary

(NOTARIAL SEAL)
NOTARY PUBLIC STATE OF FLORIDA
ROBERT C. SAMOUCE
MY COMMISSION # DD 350830
EXPIRES: December 30, 2008
Bonded Thru Budget Notary Services

PLAN OF MERGER

This Plan of Merger is by and between CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, hereinafter called the "Surviving Corporation," and the following corporations, which are hereinafter referred to as the "Dissolving Corporations":

CASTILLO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on November 1, 2000;

CASTILLO II AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on November 1, 2000;

CASTILLO III AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on November 1, 2000;

CASTILLO IV AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on November 1, 2000;

The Surviving Corporation and the Dissolving Corporations are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and all are in good standing.

2. Heretofore a one hundred two (102) unit residential condominium complex, including four (4) separate residential condominiums, was formed by the recording of a Declaration of Covenants and Restrictions and four (4) separate Declarations of Condominium, as follows:

> *Declaration of Covenants and Restrictions for Castillo at Tiburon,* recorded October 31, 2001, in O.R. Book 2916, at Pages 2913 *et seq.*, of the Public Records of Collier County, Florida.
>
> *Declaration of Condominium of Castillo I at Tiburon, a Condominium*, consisting of twenty-four (24) units, created by Declaration of Condominium recorded October 16, 2001, in O.R. Book 2909, at Pages 1802 *et seq.*, of the Public Records of Collier County, Florida.
>
> *Declaration of Condominium of Castillo II at Tiburon, a Condominium,* consisting of twenty-four (24) units, created by Declaration of Condominium recorded October 17, 2001, in O.R. Book 2910, at Pages 1299 *et seq.*, of the Public Records of Collier County, Florida.
>
> *Declaration of Condominium of Castillo III at Tiburon, a Condominium,* consisting of twenty-four (24) units, created by Declaration of Condominium recorded February 25, 2002, in O.R. Book 2987, at Pages 0346 *et seq.*, of the Public Records of Collier County, Florida.
>
> *Declaration of Condominium of Castillo IV at Tiburon, a Condominium*, consisting of thirty (30) units, created by Declaration of Condominium recorded August 26, 2002, in O.R. Book 3097, at Pages 0320 *et seq.*, of the Public Records of Collier County, Florida.

The Dissolving Corporations, respectively, are the four (4) condominium associations which operate the above-referenced condominiums. The condominiums themselves are not being merged.

3. **<u>The Surviving Corporation</u>** shall become the condominium association that operates all of the above-referenced condominiums, and its name shall be changed to **"Castillo at Tiburon Condominium Association, Inc."**

4. **<u>Principal Office of Surviving Corporation</u>.** The principal office of the Surviving Corporation shall remain at the following address: 2825 Tiburon Boulevard East, Naples, FL 34109.

5. **<u>Changes in Articles of Incorporation</u>.** The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "B".

6. **<u>Changes in Bylaws</u>.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Collier County.

7. **<u>Change of Name</u>.** The name of the Surviving Corporation shall be changed to **"Castillo at Tiburon Condominium Association, Inc."**

8. **<u>Directors and Officers</u>.** The Directors and Officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held immediately after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. **<u>Ratification by Members</u>.** This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

10. **<u>Effective Date of Merger</u>.** This merger shall become effective on the date the Articles of Merger are filed in the office of the Secretary of State.

11. **<u>Effect of Merger</u>.** When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporations thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. **<u>Execution</u>.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

3/2/07
Date

CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC.

By: SALLY H. DUPLER
Sally H. Dupler, *President*

Attest:

Sally H. Dupler
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

This instrument was executed before me this 2nd day of March, 2007, by Sally H. Dupler, as President of CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce ______________________ as identification.

NOTARY PUBLIC STATE OF FLORIDA
ROBERT C. SAMOUCE
MY COMMISSION # DD 350830
EXPIRES: December 30, 2008
Bonded Thru Budget Notary Services

(NOTARIAL SEAL)

____
Signature of Notary

Robert C. Samouce
Printed name of Notary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Castillo at Tiburon Community Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on November 27, 2000, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be **"Castillo at Tiburon Condominium Association, Inc."** The Amended and Restated Articles of Incorporation of Castillo at Tiburon Condominium Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation, (the "Association") shall hereafter be Castillo at Tiburon Condominium Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants and Restrictions for Castillo at Tiburon, the Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.

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Phone (239) 596-9522 ■ Fax (239) 596-9523

(D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership and leasing of units, as and to the extent provided for in the respective Declarations.

(G) To enforce the provisions of the Condominium Act, the Declaration of Covenants and Restrictions for Castillo at Tiburon, the Declarations of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the property within Castillo at Tiburon and the condominium properties therein, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants and Restrictions for Castillo at Tiburon, the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association are the record owners of a fee simple interest in one or more units, as further provided in the Bylaws.

(B) The undivided share owned by each member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.

(C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

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Phone (239) 596-9522 ■ Fax (239) 596-9523

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by a majority of the entire Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of a majority of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being so proposed by the Board or the Unit Owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the vote of a majority of the voting interests of the Association at any annual or special meeting called for the purpose, or by approval in writing signed by a majority of the voting interests of the Association without a meeting. Notice of any proposed amendment must be given as required by law.

(D) Effective Date. An amendment becomes effective after proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida in the same manner as required for recording an amendment to the Bylaws.

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Phone (239) 596-9522 ■ Fax (239) 596-9523

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

SAMOUCE, MURRELL & GAL, P.A. ■ 5405 Park Central Court ■ Naples, FL 34109
Phone (239) 596-9522 ■ Fax (239) 596-9523