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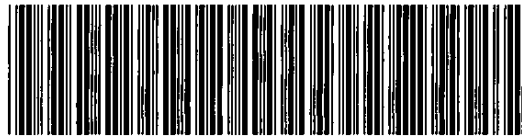
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# BECKER & POLIAKOFF

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September 10, 2007

Division of Corporation  
Attn: Merger Department  
409 East Gaines Street  
Tallahassee, Florida 32399

Becker & Poliakoff Building  
14241 Metropolis Avenue, Suite 100  
Ft. Myers, Florida 33912  
Phone: (239) 433-7707 Fax: (239) 433-5933  
Toll Free: (800) 462-7780

Bank of America Center  
4501 Tamiami Trail North, Suite 214  
Naples, Florida 34103  
Phone: (239) 261-9555 Fax: (239) 261-9744  
Toll Free: (800) 362-7537

Reply To:  
Fort Myers  
jadams@becker-poliakoff.com

**Re: Articles of Merger / Plan of Merger: Shadow Wood Preserve Bay Woods Neighborhood Association, Inc.; Shadow Wood Preserve Bay Woods I Condominium Association, Inc.; Shadow Wood Preserve Bay Woods II Condominium Association, Inc.; and Shadow Wood Preserve Bay Woods III Condominium Association, Inc.**

To whom it may concern:


Enclosed herewith please find Articles of Merger/Plan of Merger for the above-referenced Associations. Also enclosed is check number 150 in the amount of \$140.00, which represents the filing fee for same.

Additionally, please find the Articles of Amended and Restated Articles of Incorporation for the above-reference Associations, as well as check number 151 in the amount of \$35.00 to cover the cost of filing these Articles.

Once the Articles of Merger/Plan of Merger and Articles of Amended and Restated Articles of Incorporation are filed, please return a stamped copy of same in the envelope provided.

Should you have any questions, please feel free to contact me.

Very truly yours,

  
Joseph E. Adams  
For the Firm

Enclosures (as stated)

JEA/sds  
FTM\_DB: 360991\_1

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## ARTICLES OF MERGER

**SHADOW WOOD PRESERVE BAY WOODS NEIGHBORHOOD ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS I CONDOMINIUM ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS II CONDOMINIUM ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS III CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.051 to 617.1103, Florida Statutes (2007), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Shadow Wood Preserve Bay Woods Neighborhood Association, Inc.; Shadow Wood Preserve Bay Woods I Condominium Association, Inc.; Shadow Wood Preserve Bay Woods II Condominium Association, Inc.; and Shadow Wood Preserve Bay Woods III Condominium Association, Inc., all Florida corporations not-for-profit, has been duly approved, as follows:
  - (a) By unanimous approval of the Board of Directors of Shadow Wood Preserve Bay Woods Neighborhood Association, Inc. at a meeting held April 2, 2007, and by the membership of that Association at a membership meeting held April 30, 2007.
  - (b) By unanimous approval of the Board of Directors of Shadow Wood Preserve Bay Woods I Condominium Association, Inc. at a meeting held April 2, 2007, and by the membership of that Association at a membership meeting held April 30, 2007.
  - (c) By unanimous approval of the Board of Directors of Shadow Wood Preserve Bay Woods II Condominium Association, Inc. at a meeting held April 2, 2007, and by the membership of that Association at a membership meeting held April 30, 2007.
  - (d) By unanimous approval of the Board of Directors of Shadow Wood Preserve Bay Woods III Condominium Association, Inc. at a meeting held April 2, 2007, and by the membership of that Association at a membership meeting held April 30, 2007.
2. The surviving corporation shall be Shadow Wood Preserve Bay Woods Neighborhood Association, Inc. which shall be re-named Shadow Wood Preserve Bay Woods Condominium Association, Inc., a Florida corporation not-for-profit.
3. The merging corporations shall be Shadow Wood Preserve Bay Woods I Condominium Association, Inc.; Shadow Wood Preserve Bay Woods II Condominium Association, Inc.; and Shadow Wood Preserve Bay Woods III Condominium Association, Inc., all Florida not for profit corporations.
4. As to Shadow Wood Preserve Bay Woods Neighborhood Association, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 59 members in favor and 1 members opposed at a meeting of the surviving corporation held on April 30, 2007.

5. As to Shadow Wood Preserve Bay Woods I Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 23 members in favor and 1 members opposed at a meeting of the merging corporation held on April 30, 2007.
6. As to Shadow Wood Preserve Bay Woods II Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 23 members in favor and 0 members opposed at a meeting of the merging corporation held on April 30, 2007.
7. As to Shadow Wood Preserve Bay Woods III Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 13 members in favor and 0 members opposed at a meeting of the merging corporation held on April 30, 2007.
8. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.
9. The Articles of Incorporation of the surviving corporation are the Amended and Restated Articles of Incorporation attached hereto, are and shall be the Articles of Incorporation of the surviving corporation.
10. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

\*\*\*\*\*


SHADOW WOOD PRESERVE BAY WOODS  
NEIGHBORHOOD ASSOCIATION, INC., THE  
SURVIVING CORPORATION TO BE RE-NAMED  
SHADOW WOOD PRESERVE BAY WOODS  
CONDOMINIUM ASSOCIATION, INC.

By:   
Daniel Sawatzky, President

Date: 8-28-07

(CORPORATE SEAL)

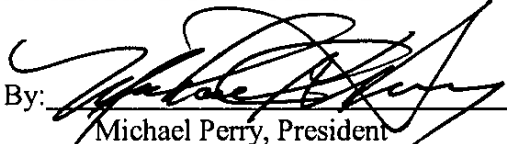
SHADOW WOOD PRESERVE BAY WOODS I  
CONDOMINIUM ASSOCIATION, INC.,  
A MERGING CORPORATION

By:   
Daniel Sawatzky, President

Date: 8-27-07

(CORPORATE SEAL)

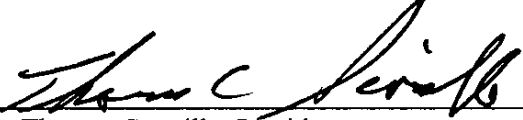
SHADOW WOOD PRESERVE BAY WOODS II  
CONDOMINIUM ASSOCIATION, INC.,  
A MERGING CORPORATION

By:   
Michael Perry, President

Date: 7-26-07

(CORPORATE SEAL)

SHADOW WOOD PRESERVE BAY WOODS III  
CONDOMINIUM ASSOCIATION, INC.,  
A MERGING CORPORATION

By:   
Thomas Scoville, President

Date: 7/21/07

(CORPORATE SEAL)

## **PLAN OF MERGER**

**SHADOW WOOD PRESERVE BAY WOODS NEIGHBORHOOD ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS I CONDOMINIUM ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS II CONDOMINIUM ASSOCIATION, INC.  
SHADOW WOOD PRESERVE BAY WOODS III CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, Shadow Wood Preserve Bay Woods Neighborhood Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Shadow Wood Preserve Bay Woods Neighborhood, as more particularly described in the Declaration of Covenants thereof, recorded at O.R. Book 3843, Pages 4749 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Shadow Wood Preserve Bay Woods I Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Shadow Wood Preserve Bay Woods I, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3843, Pages 4784 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Shadow Wood Preserve Bay Woods II Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Shadow Wood Preserve Bay Woods II, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4427, Pages 4364 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Shadow Wood Preserve Bay Woods III Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Shadow Wood Preserve Bay Woods III, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4427, Pages 4450 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, the Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the Condominiums and the Neighborhood will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes (2007), the following plan of merger is hereby adopted.

Shadow Wood Preserve Bay Woods I Condominium Association, Inc., Shadow Wood Preserve Bay Woods II Condominium Association, Inc., and Shadow Wood Preserve Bay Woods III Condominium Association, Inc., all Florida corporations not-for-profit, shall be the merging corporations, and Shadow Wood Preserve Bay Woods Neighborhood Association, Inc., which shall be re-named Shadow Wood Preserve Bay Woods Condominium Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.

2. Subsequent to the merger, Shadow Wood Preserve Bay Woods I Condominium Association, Inc., Shadow Wood Preserve Bay Woods II Condominium Association, Inc., and Shadow Wood Preserve Bay Woods III Condominium Association, Inc. will be subject to the Articles of Incorporation and By-Laws of Shadow Wood Preserve Bay Woods Neighborhood Association, Inc., as amended.

3. Shadow Wood Preserve Bay Woods Neighborhood Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Shadow Wood Preserve Bay Woods I Condominium Association, Inc., Shadow Wood Preserve Bay Woods II Condominium Association, Inc., and Shadow Wood Preserve Bay Woods III Condominium Association, Inc.

4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums and the Neighborhood operated by the merging corporations.

5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Condominium Documents and Governing Documents attached hereto and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2007).

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

SHADOW WOOD PRESERVE BAY WOODS  
NEIGHBORHOOD ASSOCIATION, INC.

By: [Signature]  
Daniel Sawatzky, President

Date: 8-28-2007

(CORPORATE SEAL)

SHADOW WOOD PRESERVE BAY WOODS I  
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]  
Daniel Sawatzky, President

Date: 8-27-07

(CORPORATE SEAL)

SHADOW WOOD PRESERVE BAY WOODS II  
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]  
Michael Perry, President

Date: 9-26-07

(CORPORATE SEAL)

SHADOW WOOD PRESERVE BAY WOODS III  
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]  
Thomas Scoville, President

Date: 7/21/07

(CORPORATE SEAL)



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SHADOW WOOD PRESERVE BAY WOODS CONDOMINIUM ASSOCIATION, INC.  
  
FORMERLY KNOWN AS: SHADOW WOOD PRESERVE BAY WOODS  
NEIGHBORHOOD ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Shadow Wood Preserve Bay Woods Condominium Association, Inc., formerly known as Shadow Wood Preserve Bay Woods Neighborhood Association, Inc., originally filed with the Florida Department of State the 5<sup>th</sup> day of March, 2002, under Charter Number N02000001557. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

1. **NAME.** The name of the corporation shall be SHADOW WOOD PRESERVE BAY WOODS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declaration of Condominium for Shadow Wood Preserve Bay Woods I, a Condominium, the Declaration of Condominium for Shadow Wood Preserve Bay Woods II, a Condominium, the Declaration of Condominium for Shadow Wood Preserve Bay Woods III, a Condominium, and Declaration of Covenants for Shadow Wood Preserve Bay Woods as "Declarations", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. **PURPOSE.** The purpose for which the Association is organized is to manage, operate and maintain Condominiums known as Shadow Wood Preserve Bay Woods I, a Condominium, Shadow Wood Preserve Bay Woods II, a Condominium, Shadow Wood Preserve Bay Woods III, a Condominium and Shadow Wood Preserve Bay Woods Neighborhood ("the Neighborhood"), including recreational and other common facilities which serve the Neighborhood. Said Condominiums and Neighborhood shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums and Neighborhood as may be necessary or desirable from time to time as authorized by the respective Declarations, and the Bylaws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums and the Neighborhood; all as agents of the Owners of the Condominium Parcels of the said Condominiums.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declarations, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association shall include and be governed by the following:

**4.1 General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or Florida Law, including Chapter 718 of the Florida Statutes, hereinafter "the Florida Condominium Act" or "the Act".

**4.2 Enumeration.** The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by the Declarations, as they may be amended from time to time, these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, including but not limited to the following:

**4.2.1** To make and collect assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

**4.2.2** To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominiums and Neighborhood.

**4.2.3** To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, the Neighborhood or any other property acquired or leased by the Association for use by Unit Owners or the Association.

**4.2.4** To purchase insurance upon the Condominium Property and Neighborhood and insurance for the protection of the Association, its Officers, Directors, and members as Unit Owners.

**4.2.5** To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Neighborhood, the health, comfort, safety and welfare of the Unit Owners, and for the administration of the Association.

**4.2.6** To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declarations.

**4.2.7** To enforce by legal means the provisions of the Act, the Declarations, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property and Neighborhood.

**4.2.8** To contract for the management of the Condominiums and Neighborhood and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

**4.2.9** To employ personnel to perform the services required for proper operation of the Condominiums and Neighborhood.

**4.2.10** Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

**4.3 Condominium and Neighborhood Property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declarations, these Articles and the Bylaws.

**4.4 Distribution of Income.** The Association shall make no distribution of income to its members, directors or officers.

**4.5 Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations and the Bylaws.

**5. MEMBERS.** The members of the Association shall consist of all of the record owners of Units in the Condominiums, and after termination of the Condominium or Condominiums shall consist of those who were members at the time of the termination and their successors and assigns.

**5.1 Assignment.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

**5.2 Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declarations or Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned, subject to the procedure contained in the Condominium Documents.

**5.3 Meetings.** The Bylaws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.

**6. TERM OF EXISTENCE.** The Association shall have perpetual existence.

**7. OFFICERS.** The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

## **8. DIRECTORS.**

**8.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

**8.2 Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declarations, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

**8.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

**9. BYLAWS.** The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

**10. AMENDMENTS.** Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:

**10.1 Initiation of Amendments; Approval.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors of the Association or by not less than 25% of the Voting Interests of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing. Approval of proposed amendments must be by affirmative vote of two thirds (2/3rds) of the Voting Interests of the Association present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors or omissions in these Articles may be adopted by the Board.

**10.2 Execution and Recording.** Approval of a duly-adopted amendment shall be evidenced by a certificate of the Association which shall include recording data identifying the Declarations. An amendment of these Articles of Incorporation are effective when properly recorded in the Public Records of Lee County and filed with the Florida Secretary of State, Division of Corporations.

**10.3 Procedure.** No provision of these Articles of Incorporation shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles of Incorporation shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding

the proposed amendment in substantially the following "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER \_\_\_\_\_ FOR PRESENT TEXT". Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated or approved amendment.

**11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.** The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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