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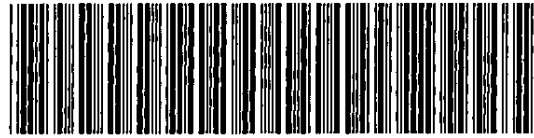
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Becker & Poliakoff Building
14241 Metropolis Avenue, Suite 100
Ft. Myers, Florida 33912
Phone: (239) 433-7707 Fax: (239) 433-5933
Toll Free: (800) 462-7780

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

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

June 20, 2006

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

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

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

Re: Articles of Merger / Plan of Merger

10300000380 Bellamar at Beach Walk Master Association, Inc.; Bellamar at
10300000381 Beachwalk I, Condominium Association, Inc.; Bellamar at
103000008992 Beachwalk II, Condominium Association, Inc.; Bellamar at
103000009350 Beachwalk III Condominium Association, Inc.; Bellamar at
103000007078 Beachwalk, IV Condominium Association, Inc.; Bellamar at
103000009359 Beachwalk V Condominium Association, Inc.; Bellamar at
103000009369 Beachwalk VI, Condominium Association, Inc.; Bellamar at
103000009358 Beachwalk VII, Condominium Association, Inc.; Bellamar at
103000009357 Beachwalk VIII, Condominium Association, Inc.; Bellamar at
Beachwalk IX, Condominium Association, Inc.

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AFFILIATED OFFICES

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PRAGUE

TEL AVIV

To whom it may concern:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Associations. Also enclosed is check number 2013 in the amount of \$350.00, which represents payment of the filing fee for same. Once the Articles of Merger and Plan of Merger are filed, please return a stamped copy of same to the Fort Myers address listed above.

Additionally, please find the Articles of Amendment to Articles of Incorporation for the Bellamar at Beach Walk Master Association, Inc., as well as check number 2014 in the amount of \$35.00 to cover the cost of filing the Articles of Amendment. Please return a date stamped copy of same to the Fort Myers address listed above.

Also, please find the Amended and Restated Articles of Incorporation for the above-reference Associations, as well as check number 2015 in the amount of \$35.00 to cover the cost of filing the Amended and Restated Articles of Incorporation. Please return a date stamped copy of same to the Fort Myers address listed above.

* by appointment only

Division of Corporation

June 20, 2006

Page 2

Should you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert Adams for". The signature is fluid and cursive, with a large initial "R" and a stylized "A".

Joseph E. Adams

For the Firm

JEA/adc

Enclosures (as stated)

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FILED
06 JUN 27 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BELLAMAR AT BEACH WALK MASTER ASSOCIATION, INC.
BELLAMAR AT BEACHWALK I, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK II, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK III CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK, IV CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK V CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VI, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VII, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VIII, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK IX, CONDOMINIUM ASSOCIATION, INC.


Pursuant to Section 617.1101 to 617.1103, Florida Statutes (2005), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Bellamar at Beach Walk Master Association, Inc.; Bellamar at Beachwalk I, Condominium Association, Inc.; Bellamar at Beachwalk II, Condominium Association, Inc.; Bellamar at Beachwalk III Condominium Association, Inc.; Bellamar at Beachwalk, IV Condominium Association, Inc.; Bellamar at Beachwalk V Condominium Association, Inc.; Bellamar at Beachwalk VI, Condominium Association, Inc.; Bellamar at Beachwalk VII, Condominium Association, Inc.; Bellamar at Beachwalk VIII, Condominium Association, Inc.; Bellamar at Beachwalk IX, Condominium Association, Inc. all Florida corporations not-for-profit, has been duly approved, as follows:
 - (a) By approval of the Board of Directors of Bellamar at Beach Walk Master Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (b) By approval of the Board of Directors of Bellamar at Beachwalk I, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (c) By approval of the Board of Directors of Bellamar at Beachwalk II, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (d) By approval of the Board of Directors of Bellamar at Beachwalk III Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (e) By approval of the Board of Directors of Bellamar at Beachwalk, IV Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.

- (f) By approval of the Board of Directors of Bellamar at Beachwalk V Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (g) By approval of the Board of Directors of Bellamar at Beachwalk VI, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (h) By approval of the Board of Directors of Bellamar at Beachwalk VII, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (i) By approval of the Board of Directors of Bellamar at Beachwalk VIII, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (j) By approval of the Board of Directors of Bellamar at Beachwalk IX, Condominium Association, Inc. at a meeting held March 8, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
2. The surviving corporation shall be Bellamar at Beach Walk Master Association, Inc., a Florida corporation not-for-profit and shall be renamed Bellamar at Beachwalk Condominium Association, Inc.
 3. The merging corporations shall be Bellamar at Beach Walk Master Association, Inc.; Bellamar at Beachwalk I, Condominium Association, Inc.; Bellamar at Beachwalk II, Condominium Association, Inc.; Bellamar at Beachwalk III Condominium Association, Inc.; Bellamar at Beachwalk, IV Condominium Association, Inc.; Bellamar at Beachwalk V Condominium Association, Inc.; Bellamar at Beachwalk VI, Condominium Association, Inc.; Bellamar at Beachwalk VII, Condominium Association, Inc.; Bellamar at Beachwalk VIII, Condominium Association, Inc.; Bellamar at Beachwalk IX, Condominium Association, Inc.; all Florida not for profit corporations.
 4. As to Bellamar at Beach Walk Master Association, Inc. (surviving corporation renamed Bellamar at Beachwalk Condominium Association, Inc.), the Plan of Merger was adopted by at vote of 181 members in favor and 2 opposed (69 members not voting) at the membership meeting of the surviving corporation on April 11, 2006.
 5. As to Beachwalk I, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 19 members in favor and 0 members opposed (5 members not voting) at a meeting of the merging corporation held on April 11, 2006.
 6. As to Bellamar at Beachwalk II, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 24 members in favor and 0 members opposed (12 members not voting) at a meeting of the merging corporation held on April 11, 2006.

7. As to Bellamar at Beachwalk III Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 12 members in favor and 1 members opposed (7 members not voting) at a meeting of the merging corporation held on April 11, 2006.
8. As to Bellamar at Beachwalk, IV Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 18 members in favor and 0 members opposed (2 members not voting) at a meeting of the merging corporation held on April 11, 2006.
9. As to Bellamar at Beachwalk V Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 21 members in favor and 0 members opposed (15 members not voting) at a meeting of the merging corporation held on April 11, 2006.
10. As to Bellamar at Beachwalk VI, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 24 members in favor and 0 members opposed (8 members not voting) at a meeting of the merging corporation held on April 11, 2006.
11. As to Bellamar at Beachwalk VII, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 27 members in favor and 1 members opposed (8 members not voting) at a meeting of the merging corporation held on April 11, 2006.
12. As to Bellamar at Beachwalk VIII, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 20 members in favor and 0 members opposed (4 members not voting) at a meeting of the merging corporation held on April 11, 2006.
13. As to Bellamar at Beachwalk IX, Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 16 members in favor and 0 members opposed (8 members not voting) at a meeting of the merging corporation held on April 11, 2006.
14. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.
15. 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.
16. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

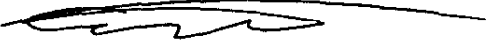
BELLAMAR AT BEACH WALK MASTER
ASSOCIATION, INC.

By: 
DONALD W. PINTER, President

Date: 6-2-06

(CORPORATE SEAL)

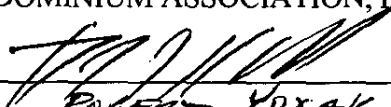
BELLAMAR AT BEACHWALK I,
CONDOMINIUM ASSOCIATION, INC.

By: 
EDWARD B. WILKINS, President

Date: 6-2-06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK II,
CONDOMINIUM ASSOCIATION, INC.

By: 
ROBERT VOXAK, President

Date: 6-2-06

(CORPORATE SEAL)

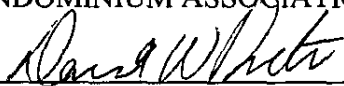
BELLAMAR AT BEACHWALK III
CONDOMINIUM ASSOCIATION, INC.

By: 
PATRICK D. WAIBEL, President

Date: 6-5-06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK, IV
CONDOMINIUM ASSOCIATION, INC.

By: 
DONALD W. PINTA, President

Date: 6-2-06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK V
CONDOMINIUM ASSOCIATION, INC.

By: *Ronald J. Eterno*
RONALD J. ETERNO, President

Date: June 5TH - 2006

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK VI,
CONDOMINIUM ASSOCIATION, INC.

By: *Donna J. Drake*
DONNA J. DRAKE, President

Date: 6/6/06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK VII,
CONDOMINIUM ASSOCIATION, INC.

By: *Tachleen E. Tott*
_____, President

Date: 6. 7. 06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK VIII,
CONDOMINIUM ASSOCIATION, INC.

By: *Mary Stearns*
_____, President

Date: 06 14 06

(CORPORATE SEAL)

BELLAMAR AT BEACHWALK IX,
CONDOMINIUM ASSOCIATION, INC.

By: Paul R. Godin
Paul R. Godin, President

Date: 6-12-06

(CORPORATE SEAL)

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PLAN OF MERGER

**BELLAMAR AT BEACH WALK MASTER ASSOCIATION, INC.
BELLAMAR AT BEACHWALK I, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK II, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK III CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK, IV CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK V CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VI, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VII, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK VIII, CONDOMINIUM ASSOCIATION, INC.
BELLAMAR AT BEACHWALK IX, CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, Bellamar at Beach Walk Master 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 Bellamar at Beachwalk Complex, as more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements thereof, attached as an exhibit to the Condominium Documents of each Association; and

WHEREAS, Bellamar at Beachwalk I, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk I, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3973, Pages 4541 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk II, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk II, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3939, Pages 0574 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk III Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk III, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4098, Pages 3832 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, IV Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk IV, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4227, Pages 3870 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, V Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk V, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4029, Pages 0273 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, VI, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk VI, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4187, Pages 0672 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, VII, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk VII, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4309, Pages 3235 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, VIII, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk VIII, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4414, Pages 0993 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Bellamar at Beachwalk, IX, Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Bellamar at Beachwalk IX, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4322, Pages 1464 *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 condominium and the Master Associations 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 (2005), the following plan of merger is hereby adopted.


1. Bellamar at Beach Walk Master Association, Inc.; Bellamar at Beachwalk I, Condominium Association, Inc.; Bellamar at Beachwalk II, Condominium Association, Inc.; Bellamar at Beachwalk III Condominium Association, Inc.; Bellamar at Beachwalk, IV Condominium Association, Inc.; Bellamar at Beachwalk V Condominium Association, Inc.; Bellamar at Beachwalk VI, Condominium Association, Inc.; Bellamar at Beachwalk VII, Condominium Association, Inc.; Bellamar at Beachwalk VIII, Condominium Association, Inc.; Bellamar at Beachwalk IX, Condominium Association, Inc., all Florida corporations not-for-

profit, shall be the merging corporations, and Bellamar at Beach Walk Master Association, Inc., a Florida not for profit corporation, shall be the surviving corporation and shall be renamed Bellamar at Beachwalk Condominium Association, Inc.

2. Subsequent to the merger, Bellamar at Beach Walk Master Association, Inc.; Bellamar at Beachwalk I, Condominium Association, Inc.; Bellamar at Beachwalk II, Condominium Association, Inc.; Bellamar at Beachwalk III Condominium Association, Inc.; Bellamar at Beachwalk, IV Condominium Association, Inc.; Bellamar at Beachwalk V Condominium Association, Inc.; Bellamar at Beachwalk VI, Condominium Association, Inc.; Bellamar at Beachwalk VII, Condominium Association, Inc.; Bellamar at Beachwalk VIII, Condominium Association, Inc.; Bellamar at Beachwalk IX, Condominium Association, Inc. will be subject to the Articles of Incorporation and By-Laws of Bellamar at Beachwalk Condominium Association, Inc., as amended.
3. Bellamar at Beachwalk Condominium Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Bellamar at Beachwalk I, Condominium Association, Inc.; Bellamar at Beachwalk II, Condominium Association, Inc.; Bellamar at Beachwalk III Condominium Association, Inc.; Bellamar at Beachwalk, IV Condominium Association, Inc.; Bellamar at Beachwalk V Condominium Association, Inc.; Bellamar at Beachwalk VI, Condominium Association, Inc.; Bellamar at Beachwalk VII, Condominium Association, Inc.; Bellamar at Beachwalk VIII, Condominium Association, Inc.; and Bellamar at Beachwalk IX, Condominium Association, Inc.
4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominium and the Master Associations 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, and the adoption of proposed amendments to the Condominium Documents and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2005).
6. From the effective date of the merger until the next annual meeting of the corporation the Board of Directors shall consist of the members elected as the Board of the merging corporation. Those seats will be held open for election at the next annual meeting of the surviving corporation which shall be held no later than March 1, 2007. At that time, pursuant to the Amended and Restated Bylaws, five (5) directors will be elected by the members of the surviving corporation, with implementation of a staggered term, with three directors being elected for a two year period and two directors being elected for a one year period. At all succeeding annual meetings, directors will be elected for two year terms.
7. This Plan of Merger can be executed in counterparts.

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACH WALK MASTER
ASSOCIATION, INC. to be renamed BELLAMAR
AT BEACHWALK CONDOMINIUM
ASSOCIATION, INC.


By: 
DONALD W. PINTAU, President

Date: 6-2-06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK I,
CONDOMINIUM ASSOCIATION, INC.

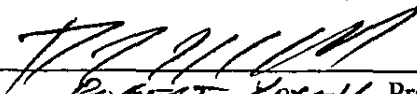
By: 
EDWARD B. WILKINS, President

Date: 6/2/2006

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK II,
CONDOMINIUM ASSOCIATION, INC.

By: 
ROBERT FOXALL, President

Date: 6-2-06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK III
CONDOMINIUM ASSOCIATION, INC.

By:  _____

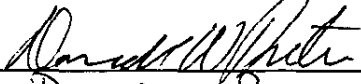
_____, President

Date: 6-2-06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK, IV
CONDOMINIUM ASSOCIATION, INC.

By: 
DONALD W. PISTOR, President

Date: 6-2-06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK V
CONDOMINIUM ASSOCIATION, INC.

By: Ronald J. Eterno
RONALD J. ETERNO, President

Date: June 5th, 2006

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK VI,
CONDOMINIUM ASSOCIATION, INC.

By: Donna J. Drake
DONNA J. DRAKE, President

Date: 6/6/06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK VII,
CONDOMINIUM ASSOCIATION, INC.

By: Kathleen E. Tott, President

Date: 6.7.06

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK VIII,
CONDOMINIUM ASSOCIATION, INC.

By: Mary Stuenkel, President

Date: June 7 - 2006

(CORPORATE SEAL)

This Plan of Merger and the affiliated proposed amendments were approved by the Board of Directors at a duly noticed meeting held on March 8, 2006, at which the Board further authorized submission of the Plan of Merger and the attached amendments to a vote of the Association membership.

BELLAMAR AT BEACHWALK IX,
CONDOMINIUM ASSOCIATION, INC.

By: Paul R. Godin
Paul R. Godin, President

Date: 6-12-06

(CORPORATE SEAL)

FTM_DB: 299787_1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BELLAMAR AT BEACHWALK CONDOMINIUM ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Bellamar at Beachwalk Condominium Association, formerly known as Bellamar at Beach Walk Master Association, Inc., originally filed with the Florida Department of State the 29th day of August, 2002, under Charter Number N02000006614. 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 BELLAMAR AT BEACHWALK CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declarations of Condominium and Declaration of Covenants for Bellamar at Beachwalk as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. PURPOSE. The purpose for which the Condominium Association is organized is to manage, operate and maintain nine condominiums known as Bellamar at Beachwalk I, a Condominium; Bellamar at Beachwalk II, a Condominium; Bellamar at Beachwalk III, a Condominium; Bellamar at Beachwalk IV, a Condominium; Bellamar at Beachwalk V, a Condominium; Bellamar at Beachwalk VI, a Condominium; Bellamar at Beachwalk VII, a Condominium; Bellamar at Beachwalk VIII, a Condominium; Bellamar at Beachwalk IX, a Condominium and Bellamar at Beach Walk ("the Master Association"), including recreational and other common facilities. Said Condominiums and Master Association 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 Master Association as may be necessary or desirable from time to time as authorized by the respective Declarations of said Condominiums and the Master Association, 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 Master Association; 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 nine (9) Declarations of Condominium and Master Association recorded in the Public Records of Lee County, Florida, 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 of 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 of Condominium and Declaration of Covenants for the Master Association (collectively "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 Master Association Property.

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

4.2.4 To purchase insurance upon the Condominium Property and Master Association Property 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 Master Association Property, 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 Master Association Property.

4.2.8 To contract for the management of the Condominiums and Master Association Property 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 Master Association Association.

4.3 Condominium and Master Association 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 and 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 total 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 and shall be executed in the form required for the execution of a Deed. 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

Amended and Restated Articles of Incorporation

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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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