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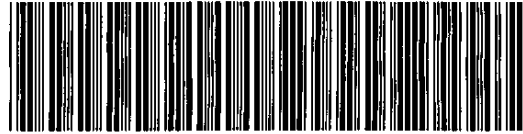
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06 JUL 31 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Morgan
8/8/06



McKay Law Firm, P.A.



2055 Wood Street

Suite 120

Sarasota, Florida 34237

Scott D. McKay, Esq. *
Telese B. McKay, Esq. **
Cindy H. Ford, Esq.

* Admitted in all Florida Federal District Courts
* Admitted in the 11th Circuit Federal Appellate Courts
** Master of Laws (Real Property Development)

Phone - 941.906.7256
Fax - 941.330.2233
Toll Free - 1.800.381.1612
web - www.mckay-law.com

July 26, 2006

Via: U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

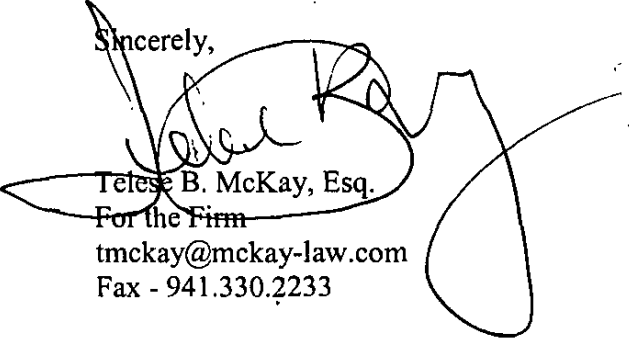
**Re: Forty Three West of Sarasota Homeowners' Association, Inc. /
Articles of Merger & Corporate Name Change**

Dear Sir/Madam:

On June 26, 2006, our firm mailed to you Cover Letters, Articles of Merger with all Exhibits, Articles of Amendment and a check in the amount of \$96.25 in the above referenced matter. Subsequently, your office informed us that the amount of our check was insufficient to cover the filing costs. Therefore, enclosed please find our firm check number 3334 in the amount of \$70.00 to cover the additional amounts due.

Please send the certified copies and Certificate of Status to our office. If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely,


Telese B. McKay, Esq.
For the Firm
tmckay@mckay-law.com
Fax - 941.330.2233

Enclosures: 1

RECEIVED

06 JUL 31 AM 8:00

DIVISION OF CORPORATIONS



McKay Law Firm, P.A.



2055 Wood Street

Suite 120

Sarasota, Florida 34237

Scott D. McKay, Esq. **
Telese B. McKay, Esq. **
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Phone - 941.906.7256
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Toll Free - 1.800.381.1612
web - www.mckay-law.com

June 26, 2006

Via: U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Forty Three West of Sarasota Homeowners' Association, Inc. /
Articles of Merger & Corporate Name Change**

Dear Sir/Madam:

Enclosed please find the following:

1. Cover Letter and Articles of Merger with all Exhibits for the above referenced Corporation plus a copy to be certified and returned to our office.
2. Cover letter and Articles of Amendment to change the above referenced Corporation name to Forty Three West of Sarasota Condominium Association, Inc. Also a copy to be certified and returned to our office.
3. Our firm check in the amount of \$96.25 (\$43.75 for the Articles of Merger and \$52.50 for the Name Change).

Please send the certified copies and Certificate of Status to our office. If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely,



Telese B. McKay, Esq.

For the Firm
tmckay@mckay-law.com
Fax - 941.330.2233

Enclosures: 5

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Forty Three West of Sarasota ~~Homeowners'~~ Assoc., Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Telese B. McKay
(Contact Person)

McKay Law Firm, P.A.
(Firm/Company)

2055 Wood St., Ste. 120
(Address)

Sarasota, FL 34237
(City/State and Zip Code)

For further information concerning this matter, please call:

Telese B. McKay At (941) 906-7256
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

OF

**FORTY THREE WEST OF SARASOTA, SECTION ONE,
CONDOMINIUM ASSOCIATION, INC.,**

AND

**FORTY THREE WEST OF SARASOTA, SECTION TWO,
CONDOMINIUM ASSOCIATION, INC.**

INTO

**FORTY THREE WEST OF SARASOTA
HOMEOWNERS' ASSOCIATION, INC.,**

which name has been changed to

FORTY THREE WEST OF SARASOTA CONDOMINIUM ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Forty Three West of Sarasota, Section One, Condominium Association, Inc., a Florida not-for-profit corporation, and Forty Three West of Sarasota, Section Two, Condominium Association, Inc., a Florida not-for-profit corporation, adopted the following Articles of Merger for the purpose of merging with Forty Three West of Sarasota Homeowners' Association, Inc., an existing Florida not-for-profit corporation, which name has been changed to Forty Three West of Sarasota Condominium Association, Inc.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Forty Three West of Sarasota Homeowners' Association, Inc., which name has been changed to Forty Three West of Sarasota Condominium Association, Inc., is attached to these Articles as Exhibit "A."

ADOPTION OF PLAN

2. Forty Three West of Sarasota Homeowners' Association, Inc. had sixty-two (62) Members entitled to vote on the Plan of Merger. The Plan was adopted by a sufficient number of Members at a meeting held on April 20, 2006. At the meeting, the Members also voted to change the name of Forty Three West of Sarasota Homeowners' Association, Inc. to Forty Three West of Sarasota Condominium Association, Inc. The Resolution of the Members executed by the Secretary on behalf of the Members of Forty Three West of Sarasota Homeowners' Association, Inc. is attached to these Articles as Exhibit "B."

3. Forty Three West of Sarasota, Section One, Condominium Association, Inc. had thirty-six (36) Members entitled to vote on the Plan of Merger. The Plan was adopted by a sufficient number of Members at a meeting held on April 20, 2006 and reconvened on

June 12th, 2006. The Resolution of the Members executed by the Secretary on behalf of the members of Forty Three West of Sarasota, Section One, Condominium Association, Inc. is attached to these Articles as Exhibit "C."

4. Forty Three West of Sarasota, Section Two, Condominium Association, Inc. had twenty-six (26) Members entitled to vote on the Plan of Merger. The Plan was adopted by a sufficient number of Members at a meeting held on April 20, 2006. The Resolution of the Members executed by the Secretary on behalf of the members of Forty Three West of Sarasota, Section Two, Condominium Association, Inc. is attached to these Articles as Exhibit "D."

NAME CHANGE

5. The Members of Forty Three West of Sarasota Homeowners' Association, Inc. have voted to approve the name change of Forty Three West of Sarasota Homeowners' Association, Inc. to Forty Three West of Sarasota Condominium Association, Inc. The name change is codified in an amendment to the Restated Articles of Incorporation for Forty Three West of Sarasota Homeowners' Association, Inc. attached to these Articles as Exhibit "E", which amendment was approved by a sufficient number of Members at a meeting held on April 20, 2006.

EFFECTIVE DATE

6. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

[SIGNATURE PAGE TO FOLLOW]

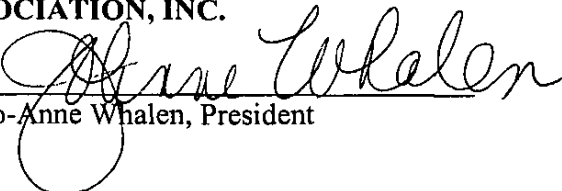
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12th day of June, 2006.

**FORTY THREE WEST OF SARASOTA HOMEOWNERS' ASSOCIATION, INC.,
which name has been changed to FORTY THREE WEST OF SARASOTA
CONDOMINIUM ASSOCIATION, INC.**

By: 
Helen Zubrinsky, President

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12th day of June, 2006.

**FORTY THREE WEST OF SARASOTA, SECTION ONE, CONDOMINIUM
ASSOCIATION, INC.**

By: 
Jo-Anne Whalen, President

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12th day of June, 2006.

**FORTY THREE WEST OF SARASOTA, SECTION TWO, CONDOMINIUM
ASSOCIATION, INC.**

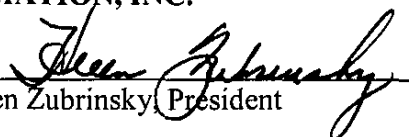
By: 
Helen Zubrinsky, President

EXHIBIT "A"

PLAN OF MERGER

Plan of Merger dated as indicated below by and among **FORTY THREE WEST OF SARASOTA, SECTION ONE, CONDOMINIUM ASSOCIATION, INC., a Florida Not- for-Profit Corporation**, and **FORTY THREE WEST OF SARASOTA, SECTION TWO, CONDOMINIUM ASSOCIATION, INC., a Florida Not- for-Profit Corporation**, (herein referred to as *non-surviving corporations*), and **FORTY THREE WEST OF SARASOTA HOMEOWNERS' ASSOCIATION, INC., a Florida Not- for-Profit Corporation**, which name has been changed to **FORTY THREE WEST OF SARASOTA CONDOMINIUM ASSOCIATION, INC.**, (herein referred to as *surviving corporation*) said corporations being herein sometimes referred to as the "Constituent Corporations".

The non-surviving corporations are duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on April 6, 1988 and August 7, 1989, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on April 6, 1988. All corporations were organized under their present names. In conjunction with the vote of the Members to approve this merger, the Members of Forty Three West of Sarasota Homeowners' Association, Inc. have also voted to change the name of Forty Three West of Sarasota Homeowners' Association, Inc. to Forty Three West of Sarasota Condominium Association, Inc.

No corporation is authorized to issue shares. The non-surviving corporations currently have thirty-six (36) Members and twenty-six (26) Members respectively. The surviving corporation currently has sixty-two (62) Members.

The principal office of the non-surviving corporations is c/o Progressive Community Management, Inc., 1801 Glengary Street, Sarasota, Florida, 34231. The registered office of the surviving corporation is located c/o Progressive Community Management, Inc., 1801 Glengary Street, Sarasota, Florida, 34231, and is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporations and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each said corporations and their respective Members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the Constituent Corporations, by resolution duly adopted, have approved this Plan of Merger (sometimes herein called the "Plan of Merger"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Plan of Merger be submitted to a vote of the respective Members of the non-surviving and surviving corporations entitled to vote thereon for the purpose, among others, of considering approval of the Plan of Merger.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the

non-surviving corporations shall merge with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporations shall be merged into the surviving corporation and the surviving corporation shall be fully vested herewith. The separate existence and corporate organization of the non-surviving corporations shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporations and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Plan of Merger shall continue in effect and the merger shall become effective only if the Plan of Merger is adopted by the Members of the Constituent Corporations as provided in Article VIII hereof. Upon such adoption, that fact shall be certified upon the Plan of Merger of the Secretary or Assistant Secretary of each of the Constituent Corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Plan of Merger shall be filed in the office of the Department of State of Florida and a copy of this Plan of Merger, certified by the Department of State of Florida, shall be recorded in the office of the Clerk of Courts of Sarasota County in the State of Florida.

Effective on the date of the first Annual Meeting following the merger, there shall be five (5) directors elected at large by the Members of Forty Three West of Sarasota Homeowners' Association, Inc., which name has been changed to Forty Three West of Sarasota Condominium Association, Inc.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

ARTICLE II

Upon the effective date of the merger, the Restated Articles of Incorporation for Forty Three West of Sarasota Homeowners' Association, Inc. filed with the Secretary of State on November 18, 1999 and recorded in Instrument # 1999154293 of the Public Records of Sarasota County, Florida Eagle Creek Recreation Association, Inc. shall be the Articles of Incorporation of the surviving corporation. Additionally, the Restated Articles of Incorporation will be amended further and made a part of this Plan of Merger to reflect the name change of Forty Three West of Sarasota Homeowners' Association, Inc., to Forty Three West of Sarasota Condominium Association, Inc.

ARTICLE III

Upon the effective date of the merger, the Restated Bylaws of Forty Three West of Sarasota Homeowners' Association, Inc. recorded in Instrument # 1999154293 of the

Public Records of Sarasota County, shall be the Bylaws of the surviving corporation. Additionally, the Restated Bylaws will be amended further to reflect the name change of Forty Three West of Sarasota Homeowners' Association, Inc., to Forty Three West of Sarasota Condominium Association, Inc.

ARTICLE IV

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 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 either corporation, 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 either constituent corporation, or any member, officer, director or employee thereof, shall abate or be discontinued by such merger and 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.

ARTICLE V

Upon the effective date of the merger, each membership of the non-surviving corporations, shall be and become converted into a membership in the surviving corporation. Each Member of the non-surviving corporations shall be entitled to precisely the same rights he/she/it would enjoy if he/she/it held membership in the surviving corporation.

ARTICLE VI

The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the Bylaws of the surviving corporation. The directors of both the surviving corporation and the non-surviving corporations shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the Bylaws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of

the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the surviving corporation.

ARTICLE VII

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporation. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporations shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporations.

ARTICLE VIII

This Plan of Merger shall be submitted to the Members of each of the Constituent Corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Plan of Merger by (i) the non-surviving corporations, the affirmative vote of the holders of at least a majority of the membership of the corporations, and (ii) by the surviving corporation, the affirmative vote of the holders of at least a majority of the membership of the corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

ARTICLE IX

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporations as well as for the enforcement of any obligation resulting from the merger.

ARTICLE X

This Plan of Merger and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporations and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of the Plan of Merger and the merger pursuant to the foregoing provisions of this Article X, this Plan of Merger shall become void and of no further effect without any liability on the part of either of the constituent corporations or the directors or officers in respect thereof.

ARTICLE XI

This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

Each party of this Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these present to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12th day of June, 2006.

**FORTY THREE WEST OF SARASOTA, SECTION ONE,
CONDOMINIUM ASSOCIATION, INC.**

By: _____

Jo-Anne Whalen
Jo-Anne Whalen, President

By: _____

Jim Markel
Jim Markel, Secretary

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12 day of June, 2006.

**FORTY THREE WEST OF SARASOTA, SECTION TWO,
CONDOMINIUM ASSOCIATION, INC.**

By: _____

Helen Zubrinsky
Helen Zubrinsky, President

By: _____

Jim Markel
Jim Markel, Secretary

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed this 12 day of June, 2006.

FORTY THREE WEST OF SARASOTA HOMEOWNERS' ASSOCIATION, INC., which name has been changed to **FORTY THREE WEST OF SARASOTA CONDOMINIUM ASSOCIATION, INC.**

By: 
Helen Zabrinksky, President

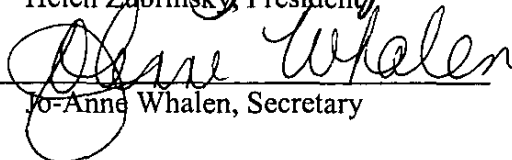
By: 
Jo-Anne Whalen, Secretary

EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF
FORTY THREE WEST OF SARASOTA HOMEOWNERS' ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the Board of Directors of this corporation has approved a Plan of Merger at a meeting of Directors duly held at 3470 Beekman Place, Sarasota, Florida 34235 on the 20th day of April, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law;

BE IT RESOLVED, that the Members of this corporation hereby ratify and adopt the Plan of Merger dated the 12th day of June, 2006 among this corporation and Forty Three West of Sarasota, Section One, Condominium Association, Inc. and Forty Three West of Sarasota, Section Two, Condominium Association, Inc., both Florida not-for-profit corporations, and direct the Secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and,

FURTHER RESOLVED, that the Officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 12th day of June, 2006.

Member(s):

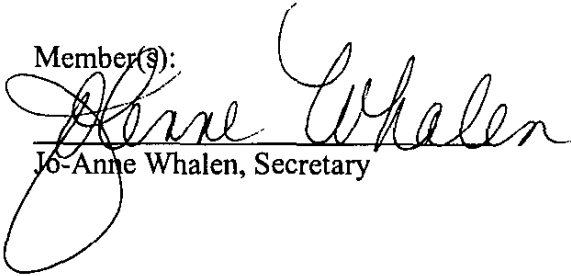

Jo-Anne Whalen, Secretary

EXHIBIT "C"

**RESOLUTION OF THE MEMBERS OF
FORTY THREE WEST OF SARASOTA, SECTION ONE, CONDOMINIUM
ASSOCIATION, INC. ADOPTING PLAN OF MERGER**

WHEREAS, the Board of Directors of this corporation has approved a Plan of Merger at a meeting of Directors duly held at the Association Clubhouse located at 3470 Beekman Place, Sarasota, Florida 34235 on the 12th day of June, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law;

BE IT RESOLVED, that the Members of this corporation hereby ratify and adopt the Plan of Merger dated the 12th day of June, 2006 of this corporation and Forty Three West of Sarasota Homeowners' Association, Inc. and Forty Three West of Sarasota, Section Two, Condominium Association, Inc., both Florida not-for-profit corporations, and direct the Secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and,

FURTHER RESOLVED, that the Officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 12th day of June, 2006.

Member(s):



Jim Markel, Secretary

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
FORTY THREE WEST OF SARASOTA, SECTION TWO, CONDOMINIUM
ASSOCIATION, INC. ADOPTING PLAN OF MERGER**

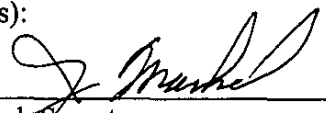
WHEREAS, the Board of Directors of this corporation has approved a Plan of Merger at a meeting of Directors duly held at 3470 Beekman Place, Sarasota, Florida 34235 on the 12 day of June, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law;

BE IT RESOLVED, that the Members of this corporation hereby ratify and adopt the Plan of Merger dated the 12 day of June, 2006 of this corporation and Forty Three West of Sarasota Homeowners' Association, Inc. and Forty Three West of Sarasota, Section One, Condominium Association, Inc., both Florida not-for-profit corporations, and direct the Secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and,

FURTHER RESOLVED, that the Officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 12 day of June, 2006.

Member(s):



Jim Markel, Secretary

EXHIBIT "E"

**AMENDMENT TO THE
RESTATED ARTICLES OF INCORPORATION FOR
FORTY THREE WEST OF SARASOTA HOMEOWNERS' ASSOCIATION, INC.
("ARTICLES OF INCORPORATION")**

New language is indicated by underlined type.

Deleted language is indicated by ~~struck through type~~.

Article I of the Articles of Incorporation is amended in the following manner:

ARTICLE I. NAME

The name of this corporation shall be FORTY THREE WEST OF SARASOTA CONDOMINIUM HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the Association. The street address and mailing address of the principal office of the Association shall be determined from time to time by the Board of Directors and maintained on file with the Florida Department of State is ~~2055 Wood Street, #202, Sarasota, FL 34237.~~

All other sections remain unchanged.