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CHARTERED

*N 30156*

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HARVEY J. ABEL

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JOHNSON S. SAVARY

Reply To: Venice

March 11, 1999

Please refer to our file number:  
8231.1  
Writer's Direct Line:  
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SGordon@Abelband.com

Secretary of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, FL 32314

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-03/15/99--01108--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Lemon Bay Isles 3 Property Owners' Association, Inc. and  
Lemon Bay Isles 4 Property Owners' Association, Inc.

Dear Sir or Madame:

Please find enclosed the following documents for filing:

1. An original and a copy of the Articles of Merger.
2. An original and a copy of an Agreement and Plan of Merger.

Enclosed is a check in the amount of \$70.00 representing the filing fee.

Please do not hesitate to contact me if you should have any questions.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,  
PITCHFORD & GORDON, CHARTERED

*Scott E. Gordon*  
\_\_\_\_\_  
Scott E. Gordon  
For The Firm

EFFECTIVE DATE  
*3-22-99*

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

cc: Lemon Bay Isles 3/4 Property Owners' Association, Inc.  
f:\wp51p\client\lemon.day\031199\_2

*Merger NC*  
MAR 23 1999

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC., a Florida  
corporation N38531

INTO

LEMON BAY ISLES 3 PROPERTY OWNERS' ASSOCIATION, INC. which  
changed its name to

**LEMON BAY ISLES 3/4 PROPERTY OWNERS' ASSOCIATION, INC., a**  
Florida corporation, N30156.

File date: March 15, 1999 , effective March 22, 1999

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER**

**OF**

**LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC.**

**a Florida not for profit corporation**

**into**

**LEMON BAY ISLES 3 PROPERTY OWNERS' ASSOCIATION, INC.**

**a Florida not for profit corporation**

**(Pursuant to the provisions of Chapter 617  
of the Florida not for Profit Corporation Act)**

**(Pursuant to the provisions of Chapter 617 EFFECTIVE DATE  
of the Florida not for Profit Corporation Act) 3-22-99**

The undersigned, being the President and Secretary of **LEMON BAY ISLES 3  
PROPERTY OWNERS' ASSOCIATION, INC.**, a not for profit corporation organized and  
existing under the laws of the State of Florida (hereinafter referred to as "First Party"), and  
**LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC.**, a not for profit  
corporation organized and existing under the laws of the State of Florida (hereinafter referred to  
as "Second Party"), hereby certify that:

1. Special meetings of the Members and Boards of Directors of said Corporation  
were held on February 18, 1999, after proper notice, for the purpose of adopting  
an Agreement and Plan of Merger as between First Party and Second Party with First party being  
the surviving corporation.

2. The name of the surviving corporation is **LEMON BAY ISLES 3/4 PROPERTY  
OWNERS' ASSOCIATION, INC.**, and is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida, having been incorporated on January 12, 1989.

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 11, 1990.

5. The laws of the State of Florida permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation except as provided in the attached Agreement and Plan of Merger.

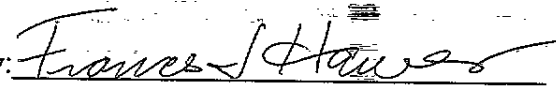
7. The Agreement and Plan of Merger attached hereto is a true and correct copy and was adopted and approved by the Board of Directors and the Members of both the First Party and the Second Party in the manner prescribed by the laws of the State of Florida.

8. The effective date of the merger shall be March 22, 1999.

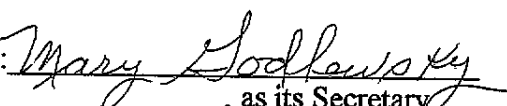
IN WITNESS WHEREOF the First Party and Second Party have caused Articles of Merger to be executed by the duly authorized officers this 18 day of February, 1999.


**LEMON BAY ISLES 3 PROPERTY OWNERS' ASSOCIATION, INC.,**  
a Florida not for profit corporation

Attest:   
Geneva Marlette, as its Secretary

By:   
Frances Hawes, as its President

**LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC.,**  
a Florida not for profit corporation

Attest:   
Mary Godlewsky, as its Secretary

By:   
Kenneth McWhirter, as its President

Mary Godlewsky  
f:\wp51p\client\lemon.bay\artmerg

Kenneth McWhirter

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT made the 18 day of February, 1999, by and between **LEMON BAY ISLES 3 PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation, hereinafter referred to as "First Party", and **LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation, hereinafter referred to as "Second Party".

**WITNESSETH**

WHEREAS, the First Party is a not for profit corporation organized and existing under the laws of the State of Florida, having been incorporated on January 12, 1989; and

WHEREAS, the Second Party is not for profit corporation organized and existing under the laws of the State of Florida, having been incorporated on June 11, 1990; and

WHEREAS, the principal office of the First Party is located at 6100 Toucan Drive, Englewood, Florida 34224, and Robert J. Proctor is the agent in charge thereof upon whom process against the First Party may be served within the State of Florida; and

WHEREAS, the principal office of the Second Party is located at 6095 Toucan Drive, Englewood, Florida 34224, and Harry Loghry is the agent in charge thereof upon whom process against the Second Party may be served within the State of Florida; and

WHEREAS, the Boards of Directors of the First Party and of the Second Party, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective members that the Second Party merge with the First Party under the terms and conditons hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida.

Now, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto, as follows:

1. **PLAN OF MERGER.** This Agreement constitutes a Plan of Merger to be carried out in the manner, on the terms, and subject to the conditions herein set forth.
2. **MERGER.** The Second Party shall be and it hereby is merged into the First Party and the First Party shall be the surviving corporation.
3. **EFFECTIVE DATE.** The effective date of the merger shall be MARCH 22, 1999.
4. **SURVIVING CORPORATION.** The First Party shall be the surviving corporation, and shall continue to be governed by the laws of the State of Florida. The separate existence of the Second Party shall cease upon the effective date of the Merger, and the existence of First Party shall continue unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers intact and subject to all duties, obligations and liabilities of a Florida not for profit corporation organized under the laws of the State of Florida.
5. **NAME.** The name of the First Party, the surviving corporation, shall be changed to **LEMON BAY ISLES 3/4 PROPERTY OWNERS' ASSOCIATION, INC.** The address of the principal place of business shall be 6100 Toucan Drive, Englewood, Florida 34224, and the agent upon whom process may be served at that address shall be Robert J. Proctor.
6. **MEMBERSHIP.** The membership of the surviving corporation shall consist of all property owners in **LEMON BAY ISLES PHASE III** and **LEMON BAY ISLES PHASE IV**. A member shall be entitled to one (1) vote for each lot that said member owns in **LEMON BAY ISLES PHASE III** or **LEMON BAY ISLES PHASE IV**.

7. **CERTIFICATE OF INCORPORATION.** The Articles of Incorporation of First Party shall be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger, until the same shall be altered or amended. The changes in the Articles of Incorporation of the Surviving Corporation to be effected by this merger are as follows:

A. The first sentence of Article V of the Articles of Incorporation shall be amended to read as follows:

“The membership of this association shall consist of all property owners in Lemon Bay Isles Phases III and IV.”

Except as otherwise provided above, there are no changes in the Articles of Incorporation of the Surviving Corporation.

8. **BYLAWS.** The Bylaws of the First Party at the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until the same shall be altered or amended, except as otherwise provided herein.

9. **DIRECTORS.** The directors of the First Party in office on the effective date of the Merger shall continue in office and shall constitute the directors of the First Party until such time as their respective successors shall be elected and qualified.

10. **OFFICERS.** The officers of First Party in office on the effective date of the Merger shall continue in office and shall constitute the officers of First party until such time as their respective successors shall be elected and qualified.

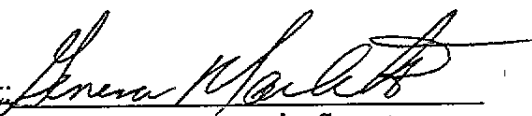
11. **SERVICE OF PROCESS.** Harry Loghry, at the address of 6095 Toucan Drive, Englewood, Florida 34224 is hereby designated the agent of Second Party upon whom process against may be served.


12. **ABANDONMENT.** Anything contained herein to the contrary notwithstanding,

this Agreement may be abandoned by either party hereto if the merger fails to obtain the necessary approval as required by the general not for profit corporate laws of the State of Florida.

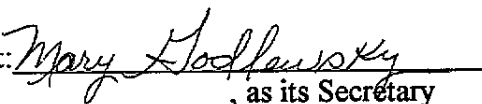
IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement to be executed by the duly authorized officers the day and year first above written.

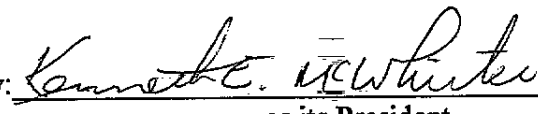
**LEMON BAY ISLES 3 PROPERTY OWNERS' ASSOCIATION, INC.,  
a Florida not for profit corporation**

Attest:   
Geneva Marlette, as its Secretary  
Geneva Marlette

By:   
Frances Hawes, as its President  
Frances Hawes

**LEMON BAY ISLES 4 PROPERTY OWNERS' ASSOCIATION, INC.,  
a Florida not for profit corporation**

Attest:   
Mary Godlewsky, as its Secretary  
Mary Godlewsky

By:   
Kenneth McWhirter, as its President  
Kenneth McWhirter