



THE UNITED STATES
CORPORATION
COMPANY

N36116

ACCOUNT NO. : 072100000032

REFERENCE : 518482 7135527

AUTHORIZATION :

Patricia P. Pugh

COST LIMIT : \$ 157.50

ORDER DATE : September 4, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 518482-005

CUSTOMER NO: 7135527

CUSTOMER: Mr. Gary E. Hart
Tramco, Inc.
5085 Tamiami Trail East
Naples, FL 34113

*mer for
Name
change*

000002245670--2

ARTICLES OF MERGER

WIGGINS LAKES CONDOMINIUM
ASSOCIATION, INC. AND WIGGINS
PRESERVE CONDOMINIUM ASSOCIAT

INTO

WIGGINS LAKES MASTER
ASSOCIATION, INC.

FILED
97 SEP -5 PM 3:48
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

9/5/97

CONTACT PERSON: Deborah Schryder

EXAMINER'S INITIALS:

Don
Don
Don

N36116

ARTICLES OF MERGER
Merger Sheet

MERGING:

WIGGINS LAKES CONDOMINIUM ASSOCIATION, INC., a Florida corporation
N37621

WIGGINA PRESERVE CONDOMINIUM ASSOCIATION, INC., a Florida
corporation N94000000971

INTO

WIGGINS LAKES MASTER ASSOCIATION, INC. which changed its name to
WIGGINS LAKES & PRESERVE ASSOCIATION, INC., a Florida corporation,
N36116

File date: September 5, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 157.50

ARTICLES OF MERGER

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

Article 2. Under the Plan of Merger, the surviving corporation will be Wiggins Lakes Master Association, Inc., a Florida corporation not for profit.

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

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

Article 5. The name of the Surviving Corporation is changed to Wiggins Lakes & Preserve Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were adopted and approved by at least two-thirds (2/3rds) of the members of each corporation entitled to vote with respect thereto, which was sufficient for approval.

September 2, 1997
Date

WIGGINS LAKES MASTER ASSOCIATION, INC.

By: Leonard J. Richard
Acting President

Attest:

(CORPORATE SEAL)

Secretary

STATE OF MICHIGAN
ST. CLAIR COUNTY

This instrument was executed before me this 2nd day of September, 19 97, by Leonard J. Richard, as President of WIGGINS LAKES MASTER ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce Drivers License as identification.

Sharon Lee Cunningham
Signature of Notary

(NOTARIAL SEAL)

Sharon Lee Cunningham
Print name of Notary

SHARON LEE CUNNINGHAM
NOTARY PUBLIC STATE OF MICHIGAN
ST. CLAIR COUNTY
MY COMMISSION EXP. SEPT 12, 1999

ARTICLES OF MERGER

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

Article 2. Under the Plan of Merger, the surviving corporation will be Wiggins Lakes Master Association, Inc., a Florida corporation not for profit.

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Article 5. The name of the Surviving Corporation is changed to Wiggins Lakes & Preserve Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were adopted and approved by at least two-thirds (2/3rds) of the members of each corporation entitled to vote with respect thereto at meeting of the members held on August 15, 1997, and reconvened on September 2, 1997, which was sufficient for approval.

Date

- WIGGINS LAKES MASTER ASSOCIATION, INC.

By: _____
_____, President

Attest:

(CORPORATE SEAL)

Henry Barlingier
Secretary

KENTUCKY
STATE OF FLORIDA
COUNTY OF COLEMAN
2000 3000

This instrument was executed before me this 2 day of Sept, 1997, by HENRY
Barlingier, as Secretary of WIGGINS LAKES MASTER ASSOCIATION, INC., a Florida
corporation not for profit, on behalf of the corporation. He is personally known to me or did produce
N/A as identification.

Robert W. D... ..
Signature of Notary

(NOTARIAL SEAL)

Robert W. D... ..
Print name of Notary
State of Ky as Large
my commission expires: 1-1-98

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

9/2/97
Date

WIGGINS LAKES CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

By: [Signature]
Vice President

Attest:

Wendell L. Anderson
Secretary

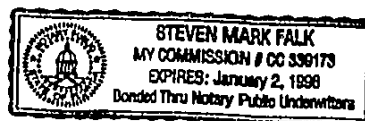
(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 2nd day of September, 1997, by Joseph Polacek, as Vice President of WIGGINS LAKES CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

(NOTARIAL SEAL)

[Signature]
Notary Public Signature
Steven Mark Falk
Print name



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

9/2/97
Date

WIGGINS PRESERVE
CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

By: Marvin Signick
President

Attest:

Yolanda Harris
Secretary

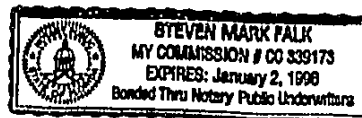
(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 2nd day of September, 1997, by Marvin Signick, as President of WIGGINS PRESERVE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

(NOTARIAL SEAL)

Steven Mark Falk
Notary Public
Steven Mark Falk
Please Print Name



PLAN OF MERGER

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

WIGGINS LAKES CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on January 11, 1990.

WIGGINS PRESERVE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on April 21, 1995 resulting from the merger of WIGGINS PRESERVE ONE ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on January 27, 1994 and WIGGINS PRESERVE TWO ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on February 22, 1994.

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

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and all are in good standing.
2. Heretofore a 212-unit residential condominium complex, including three (3) separate residential condominiums, was formed by the recording of a Declaration of Protective Covenants, and three (3) separate Declarations of Condominium, as follows:

Declaration of Protective Covenants for Wiggins Lakes, recorded on August 14, 1990, in O.R. Book 1551, at Pages 820 *et seq.*, of the Public Records of Collier County, Florida and recorded again on August 17, 1990, in O.R. Book 1552, at Page 872 *et seq.* of the Public Records of Collier County, Florida.

Wiggins Lakes Condominium consisting of 84 Units, created by Declaration of Condominium recorded August 14, 1990, in O.R. Book 1551, at Pages 776 *et seq.*, Public Records of Collier County, Florida.

Wiggins Preserve Condominium One consisting of 32 Units, created by Declaration of Condominium recorded February 2, 1994, in O.R. Book 1910, at Pages 1451 *et seq.*, Public Records of Collier County, Florida.

Wiggins Preserve Condominium Two consisting of 96 Units, created by Declaration of Condominium recorded October 28, 1994, in O.R. Book 1997, at Pages 2085 *et seq.*, Public Records of Collier County, Florida.

The Dissolving Corporations, respectively, are the two (2) condominium associations which operate the above-referenced condominiums. The condominiums themselves are not being merged.

3. The Surviving Corporation shall become the condominium association that operates all of the above-referenced condominiums, and its name shall be changed to "Wiggins Lakes & Preserve Association, Inc."

4. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall remain at the following address: 789 Wiggins Lakes Drive, Naples, FL 34110.

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

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

7. **Change of Name.** The name of the Surviving Corporation shall be changed to "Wiggins Lakes & Preserve Association, Inc."

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

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

10. **Effective Date of Merger.** This merger shall become effective on the date the Article of Merger are filed in the offices of the Secretary of State.

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

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

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their

respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

September 2, 1997
Date

WIGGINS LAKES MASTER ASSOCIATION, INC.

By: Leonard J. Richard
Acting President

Attest:

(CORPORATE SEAL)

Secretary

STATE OF MICHIGAN
ST. CLAIR COUNTY

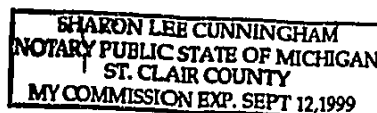
This instrument was executed before me this 2nd day of September, 19 97, by Leonard J. Richard as President of WIGGINS LAKES MASTER ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce Drivers License as identification.

Sharon Lee Cunningham
Signature of Notary

(NOTARIAL SEAL)

Sharon Lee Cunningham

Print name of Notary



respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

WIGGINS LAKES MASTER ASSOCIATION, INC.

Date

By: _____
_____, President

Attest:

(CORPORATE SEAL)

Henry Boulanger
Secretary

^{Kentucky}
STATE OF ~~FLORIDA~~
COUNTY OF ~~COLLIER~~ ^{Lauderdale}

This instrument was executed before me this 2nd day of Sept, 1997, by HENRY
Boulanger, as President of WIGGINS LAKES MASTER ASSOCIATION, INC., a Florida
corporation not for profit, on behalf of the corporation. He is personally known to me or did produce
N/A as identification.

(NOTARIAL SEAL)

Robert J. Dunn
Signature of Notary

Robert J. Dunn
Print name of Notary
State of Kentucky at Louisville
My Commission Expires: 1-4-99

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WIGGINS LAKES MASTER ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Wiggins Lakes Master Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on January 11, 1990, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be "Wiggins Lakes & Preserve Association, Inc." The Amended and Restated Articles of Incorporation of Wiggins Lakes & Preserve Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation, (the "Association") shall hereafter be Wiggins Lakes & Preserve Association, Inc.

ARTICLE II

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

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

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

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

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

(G) To enforce the provisions of the Condominium Act, the Declarations of Condominium, the Declaration of Protective Covenants for Wiggins Lakes, these Articles, the By-Laws and any Rules and Regulations of the Association.

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

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

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

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

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

ARTICLE III

MEMBERSHIP:

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

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

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

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of three (3) Directors from Wiggins Lakes Condominium and three (3) Directors collectively from either Wiggins Preserve Condominium One and/or Wiggins Preserve Condominium Two.

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

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

ARTICLE VII

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

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

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

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

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

ARTICLE VIII

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

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

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

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

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

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly and acting President of Wiggins Lakes Condominium Association, Inc., a Florida corporation not for profit, hereby certifies that at a meeting of the members held on August 15, 1997, and reconvened on September 2, 1997 where a quorum was present, after due notice, the resolutions set forth below were approved and adopted by the votes indicated, for the purposes of amending the Articles of Incorporation and Bylaws of Wiggins Lakes Master Association, Inc. the entity operating Wiggins Lakes & Preserves under that Declaration of Protective Covenants for Wiggins Lakes originally recorded at O.R. Book 1551 Pages 820 *et seq.*, and again at O. R. Book 1552, at Page 872 *et seq.* Public Records of Collier County, Florida and approving the Articles of Merger.

(for use by Clerk of Court)

1. The following resolution was approved and adopted by the affirmative vote of two-thirds of the voting interests.

RESOLVED: That the Articles of Merger are hereby approved and adopted in the form attached hereto, and made a part hereof.

2. The following resolution was approved and adopted by the affirmative vote of a majority of the Board.

RESOLVED: That the Bylaws are hereby approved and adopted in the form attached hereto, and made a part hereof.

Date: September 2, 1997

WIGGINS LAKES MASTER
ASSOCIATION, INC.

(1) Michael J Burrows
Witness Michael J Burrows
Print Name:

By: Leonard J. Richard
Acting, President

Address: 684 Wiggins Lake Dr #201
NAPLES, FL 34110

(2) Michael F. Bonin
Witness MICHAEL F. BONIN
Print Name:

(CORPORATE SEAL)

STATE OF Michigan
COUNTY OF St. Clair

The foregoing instrument was acknowledged before me this 2nd day of Sept., 1997, by Leonard J. Richard Acting, President of the aforementioned Corporation, on behalf of the Corporation. She/He is personally known to me or has produced _____ as identification.

SHARON LEE CUNNINGHAM
NOTARY PUBLIC STATE OF MICHIGAN
ST. CLAIR COUNTY
MY COMMISSION EXP. SEPT 12, 1999

Sharon Lee Cunningham
Signature of Notary Public
Sharon Lee Cunningham

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

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(for use by Clerk of Court)

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RESOLVED: That the Articles of Merger are hereby approved and adopted in the form attached hereto, and made a part hereof.

2. The following resolution was approved and adopted by the affirmative vote of a majority of the Board.

RESOLVED: That the Bylaws are hereby approved and adopted in the form attached hereto, and made a part hereof.

Date: _____

WIGGINS LAKES MASTER
ASSOCIATION, INC.

(1) _____

Witness

Print Name: _____

By: _____

, President

Address: _____

(2) _____

Witness

Print Name: _____

STATE OF _____

COUNTY OF _____

(CORPORATE SEAL)

The foregoing instrument was acknowledged before me this _____ day of _____, 1997, by _____, President of the aforementioned Corporation, on behalf of the Corporation. She/He is personally known to me or has produced _____ as identification.



Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)