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May 15, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Egret's Walk III Condominium Association, Inc. and Egret's Walk
II Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Merger and Exhibit "A" for Egret's Walk, III Condominium Association and Egrets' Walk II Condominium Association, Inc. (not-for-profit corporations). Please file the Articles of Merger and send proof of same to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience. Also enclosed are two checks each in the amount of \$61.25 to cover the filing fees for this transaction.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Very truly yours,

Kathleen A. Famulare
Kathleen A. Famulare
Legal Secretary to
Steven M. Falk

/kaf
Enclosures.
25382-001

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97 MAY 21 AM 9:26
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

EGRET'S WALK III CONDOMINIUM ASSOCIATION, INC., document number
N95000002603

INTO

EGRET'S WALK II CONDOMINIUM ASSOCIATION, INC., a Florida
corporation, N95000001886

File date: May 21, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

of

EGRET'S WALK III CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit Corporation,

into/with

EGRET'S WALK II CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between EGRET'S WALK III CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Merging Corporation") and EGRET'S WALK II CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act") EGRET'S WALK III CONDOMINIUM ASSOCIATION, INC. and EGRET'S WALK II CONDOMINIUM ASSOCIATION, INC. adopt the following Articles of Merger.

1. The Plan of Merger dated January 15, 1997 ("Plan of Merger") which Plan of Merger is was approved and adopted by sufficient votes of the respective membership of the Merging Corporation and the Surviving Corporation, as follows:

Egret's Walk II Condominium Association, Inc. (Surviving Corporation)

Date of Annual Meeting at Which Plan of
Merger was Approved:

March 19, 1997

Number of Votes In Favor of Plan of Merger

29

Number of Votes In Opposition to Plan of Merger

2

Egret's Walk III Condominium Association, Inc. (Merging Corporation)

Date of Annual Meeting at Which Plan of
Merger was Approved:

March 20, 1997

Number of Votes In Favor of Plan of Merger

30

Number of Votes In Opposition to Plan of Merger

6

2. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein, including the amendments to the Articles of Incorporation of the Surviving Corporation.

3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 24 day of April, 1997.

EGRET'S WALK II CONDOMINIUM
ASSOCIATION, INC. (SEAL)

By: Suzanne Williams, President

EGRET'S WALK III CONDOMINIUM
ASSOCIATION, INC.

By: Ronald O. Metcalf
President

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EXHIBIT A

PLAN OF MERGER

Merger between Egret's Walk II Condominium Association, Inc. which shall be known as the "Surviving Corp." and Egret's Walk III Condominium Association, Inc. which shall be known as the "Merging Corp." (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act"). Pursuant to this Plan of Merger and the accompanying amendments to Surviving Corp.'s Articles of Incorporation, the Surviving Corp. shall be renamed as Egret's Walk Condominium Association, Inc.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

SEE EXHIBIT "A" ATTACHED

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and Surviving Corp. shall be fully vested in Merging Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corp. and Merging Corp. for this Plan of Merger, Merging Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

5. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

EXHIBIT A

PROPOSED AMENDMENTS TO
ARTICLES OF INCORPORATION
FOR
EGRET'S WALK ~~II~~ CONDOMINIUM ASSOCIATION, INC.

Words ~~stricken~~ are deletions;
Words underlined are additions.

Proposed Amendment to Article I.

NAME: The name of the corporation, herein called "Association", is Egret's Walk ~~II~~ Condominium Association, Inc. The principal office of the Association is 992 Pelican Marsh Boulevard, Naples, Florida 33963.

Proposed Amendment to Article III.

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Egret's Walk at Pelican Marsh II, a Condominium and any other condominium which is operated by the Association as a result of a corporate merger, located in Collier County, Florida. Except where a contrary meaning is stated, the term "Condominium" shall be deemed to include all condominiums operated by the Association and the term "Declaration" shall be deemed to read "Declarations". The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium of Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

Proposed Amendment to Article IV.

(A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium or other condominium operated by this Association, as further provided in the Bylaws.

Proposed Amendment to Article VIII.

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth

(1/4th) of the units in condominiums operated by the Association by instruments, in writing, signed by them.

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