

N95000003580

LAW OFFICES
PAUL D. NOVACK, P.A.
SENATOR BUILDING
SUITE 404
13899 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900001539259
-07/18/95--01006--015
*****70.00 *****70.00

W95-14568
C0678
01636005/0
01579
C0671

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 19, 1995

PAUL D. NOVACK P.A.
13899 BISCAYNE BLVD. STE 404
MIAMI, FL 33181

SUBJECT: FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION
Ref. Number: W95000014568

We have received your document for FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 695A00034627

LAW OFFICES
PAUL D. NOVACK, P.A.

SUITE 404 • SENATOR BUILDING
13899 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181

PAUL D. NOVACK
LINDA M. PRIMAK

TELEPHONE
(305) 947-3000

FACSIMILE
(305) 948-9077

July 24, 1995

Terri Buckley
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Fraternite Eglise De Dieu En Christ Corporation
Ref. Number: W95000014568

Dear Ms. Buckley:

Pursuant to your request, the following is an English translation
for the entity's name:

FRATERNITY CHURCH OF GOD IN CHRIST CORPORATION

As requested, I am returning the Articles of Incorporation along
with your letter of July 19, 1995.

Should there be any further questions, please do not hesitate to
contact me.

Very truly yours,



PAUL D. NOVACK

PDN/rm

Enclosures

(b:fcg)

ARTICLES OF INCORPORATION
OF
FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION

I.

The name of this corporation is FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION, A NONPROFIT CORPORATION.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To foster, support, and engage in activities relative to religious concepts, goals, and ideals, including any and all activities which are lawful and appropriate in accordance with the tenets of Christianity and the laws of the State of Florida. The church shall engage in activities and programs that serve its congregation and the community at large, and which serve to promote religion, human development, mutual understanding, and public service.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of

any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

The purposes for which the FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION, is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IV.

Members shall be qualified for admission, and shall be admitted as members, in accordance with the by-laws of this corporation; a two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors.

V.

The street address of the initial registered office of this

corporation is: 730 N. W. 59th Street, Miami, Florida, and the initial registered agent at that address is: Fernand Demerville.

VI.

This corporation shall have as directors initially those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
FERNAND DEMERVILLE, PRESIDENT	730 N. W. 59th Street Miami, Florida
GREGORY AUGUSTIN, VICE-PRESIDENT	2430 N. W. 141 Street Miami, Florida
DELANO CHERY, SECRETARY	17267 N. W. 60th Court Miami, Florida
REMY AUGUSTIN, TREASURER	2430 N. W. 141 Street Miami, Florida

VII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

FERNAND DEMERVILLE, PRESIDENT	730 N. W. 59th Street Miami, Florida
GREGORY AUGUSTIN, VICE-PRESIDENT	2430 N. W. 141 Street Miami, Florida
DELANO CHERY, SECRETARY	17267 N. W. 60th Court Miami, Florida

REMY AUGUSTIN, TREASURER

2430 N. W. 141 Street
Miami, Florida

VIII.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The name and address of the person signing these Articles is FERNAND DEMERVILLE, 730 N. W. 59th Street, Miami, Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of July, 1995.

FERNAND DEMERVILLE

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: FERNAND DEMERVILLE, known to me and known by me to be the person

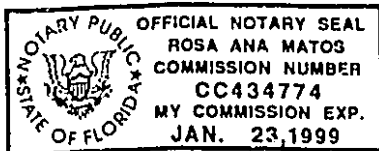
who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of incorporation.

The foregoing instrument was acknowledged before me this 11th day of July, 1995, by FERNAND DEMERVILLE, who is personally known to me, or who has produced Florida Driver's License (type of identification) as identification.

Rosa Ana Matos
NOTARY PUBLIC - STATE OF
FLORIDA

Rosa Ana Matos
Printed name of notary

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT, FRATERNITE EGLISE DE DIEU EN CHRIST CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 730 N. W. 59th Street, Miami, Florida.

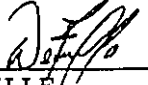
HAS NAMED: FERNAND DEMERVILLE AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


FERNAND DEMERVILLE
CORPORATE OFFICER

PRESIDENT
TITLE


DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF DUTIES.


FERNAND DEMERVILLE


DATE

(b:fe)
7-11-95

LAW OFFICES
PAUL D. NOVACK, P.A.

SUITE 404 • SENATOR BUILDING
13889 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181

PAUL D. NOVACK
LINDA M. PRIMAK

TELEPHONE
(305) 947-3000

FACSIMILE
(305) 948-9077

N95000003580

February 14, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Fraternite Eglise de Dieu en Christ

To Whom It May Concern:

Enclosed please find the executed Articles of Dissolution form along with my check payable to your order in the amount of \$35.00.

Please confirm that the above-named corporation has been dissolved at your earliest convenience.

Very truly yours,


PAUL D. NOVACK

PDN/rm

Enclosures

(b: fedd)

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-02/16/96--01023--014
*****35.00 *****35.00

FILED
96 FEB 16 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Diss
LFT
2-17-96*

ARTICLES OF DISSOLUTION

FILED
96 FEB 16 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 617.1401, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Fraternite Eglise De Dieu En Christ Corporation

SECOND: The articles of incorporation were filed on July 28, 1995.

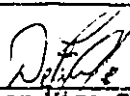
THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of dissolution (CHECK ONE)

- ☒ The dissolution was authorized by a majority of the directors:
OR
☐ There are no directors - dissolution was authorized by an
incorporator or a majority of the incorporators.

Signed this 14th day of February, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the directors
OR

By an incorporator if adopted by the incorporators.)

Fernand Demerville

Typed or printed name

Chairman/President

Title

N95000003580

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

ALAN D. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRUCKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARSH

Post Office Drawer 1271
PENSACOLA, FLORIDA 32596

PENSACOLA (904) 433-6581
NAVARRE (904) 939-0037
FT. WALTON BEACH (904) 243-6581
TOLL FREE 1-800-433-6581

GERALD MCKENZIE
JOHN W. MONROE, JR.
JOHN A. PANYKO
WANDA WOODALL RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
J.D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

January 28, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32514

200002075272--9
-02/03/97--01006--017
****122.50 ****122.50

Merger

Re: Merger of The Cottages at Grandpointe Phase II Homeowners Association, Inc. into The Cottages at Grandpointe Homeowners Associations, Inc.
Our File M530-21105

Dear Ladies and Gentlemen:

Enclosed herewith you will find executed original and reproduced copy of Articles of Merger. Also enclosed is our check in the sum \$122.50 being the filing fee of \$70.00 and certified copy, \$52.50.

Please file the Articles of Merger and return to the undersigned the certified copy.

Yours very truly,

Alan C. Sheppard
For the Firm

Name	4/22/97
Availability	
Document	ADH
ACSD/Gener	ADH
Updater	ADH
Enclosures	
Update	ADH
Officer	
Acknowledgement	ADH
W.P. Verifier	ADH

FILED
97 APR 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IFEB 4

BSB

*00789, 02204, 00672

N94000003580

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS
ASSOCIATION, INC., a Fla corporation N95000002393

INTO

THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation, N94000003580

File date: April 18, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

Alan C. Sheppard, Esq.
Emmanuel, Sheppard & Condon
P.O. Drawer 1271
Pensacola, FL 32596

SUBJECT: THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: N95000002393

We have received your document for THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is \$297.50. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00006444

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.O. CONDON, JR.
ERICK M. DALICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARCH

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32596

PENSACOLA (904) 433-6581
NAVARRE (904) 939-0037
FT. WALTON BEACH (904) 243-6581
TOLL FREE 1-800-433-6581

GERALD MCKENZIE
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JOHN A. PANYKO
WANDA WOODALL RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
J.D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

Reply to: Pensacola office

April 17, 1997

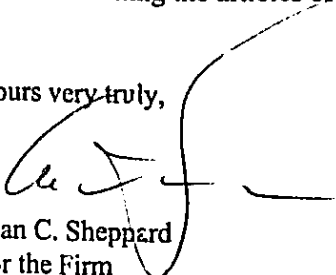
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Cottages at Grandpointe Phase II Homeowners Association, Inc.
Ref. Number: N95000002393; Letter Number: 897A00006444
Our File No.: M530-21105

Ladies/Gentlemen:

Enclosed herewith please find original and reproduced copy of articles of merger which was sent to you by letter of January 28, 1997 and returned to us. You now are holding our check for \$122.50 and we would appreciate your going ahead and filing the articles of merger and return to us the certified copy.

Yours very truly,


Alan C. Sheppard
For the Firm

RECEIVED
97 APR 18 AM 8:44
DIVISION OF CORPORATIONS
ACS:eam/s
Enclosures

ARTICLES OF MERGER
OF
THE COTTAGES AT GRANDPOINTE PHASE II,
HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

INTO

THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

FILED
97 APR 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1101, 617.1103 and 617.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. into THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.:

1. The attached Plan of Merger, which is made a part hereof by reference, was approved by each of the undersigned Corporations.
2. The Plan of Merger was adopted by THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., at a Special Meeting of the Members, duly called for that purpose, on July 11, 1996, and the number of votes cast for the merger was sufficient for approval being 26 votes, totaling over two-thirds of the total Members, voting in person or by proxy.
3. The Plan of Merger was adopted by THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., at a Special Meeting of the Members, duly called for that purpose, on November 13, 1996, and the number of votes cast for the merger was sufficient for approval being 53 votes, totaling over two-thirds of the total Members, voting in person or by proxy.

4. The Plan of Merger was approved prior to the respective meetings of the Members at a Special Meeting of the Board of Directors of each Corporation pursuant to Waiver of Notice by all Directors, by Resolutions which were unanimously adopted, approving the proposed Plan and directing that it be submitted to vote at a meeting of Members at a Special Meeting, which was called and scheduled by each corporation pursuant to proper notice, as provided by the Bylaws of each Corporation.

5. The effective date of this Merger is Nov. 13, 1996.

IN WITNESS WHEREOF the said corporations have executed this instrument through their undersigned officers this Jan. 9 day of 1997, AS

THE COTTAGES AT GRANDPOINTE
HOMEOWNERS ASSOCIATION, INC.

By

Name: Taze Murphy
Its: President

Attest:

Brenda Super
Name: Brenda Super
Its: Secretary

THE COTTAGES AT GRANDPOINTE PHASE II
HOMEOWNERS ASSOCIATION, INC.

By

Name: MAX L. Dickson
Its: President

Attest:

Linda W. Brown
Name: Linda W. Brown
Its: Secretary

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10
day of January, 1997 by J. Murphy as President
and L. Rogers as Secretary of THE COTTAGES AT
GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., on behalf of the
corporation. They are personally known to me or who have
produced _____ as identification. *Personally known*

Martina S. Welch
Name:

Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____

(Affix Official Seal)

MARTHA S. WELCH
Notary Public, State of Florida
My comm. expires Jan. 18, 1997
Comm. No. CC 253724

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6th
day of January, 1996 by Max Dickson as President
and Linda Brown as Secretary of THE COTTAGES AT
GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., on behalf of
the corporation. They are personally known to me or have
produced _____ as identification.

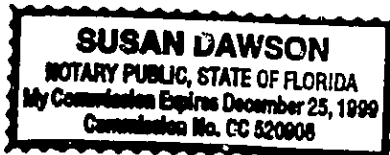
Susan Dawson
Name:

Notary Public, State of Florida

Commission No.: CC 520908

My Commission Expires: 12-25-99

(Affix Official Seal)



MERGER AGREEMENT

AGREEMENT made Nov. 13, 1996 between THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, and THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, each of Pensacola, Florida.

1. THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. shall be the "Non-Surviving Corporation" and shall be merged with and into THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., which shall be the "Surviving Corporation".

2. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the Merger, until the same shall be altered or amended. The Bylaws of the Surviving Corporation shall be and remain the Bylaws of said Surviving Corporation until altered, or amended.

3. The officers and directors of the Surviving Corporation in office on the effective date of the Merger shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected until their respective successors shall be elected or appointed and qualified.

4. On the effective date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of

the Non-Surviving Corporation; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Non-Surviving Corporation shall be deemed to be transferred and vested in the Surviving Corporation, without further act or deed, and the title to all property of any interest therein vested in the Non-Surviving Corporation shall not revert to or be in any way impaired by reason of the Merger.

5. On the effective date of the Merger, the Surviving Corporation shall be deemed responsible and liable for all the liabilities and obligations of the Non-Surviving Corporation.

6. On the effective date of the Merger, the corporate existence of the Non-Surviving Corporation shall cease, and all members of the Non-Surviving Corporation will be members of the Surviving Corporation.

7. The principal office of the Surviving Corporation shall remain its principal office following the Merger.

8. Article 3 of the Surviving Corporation is amended to specifically include in property for which the Surviving Corporation shall provide for maintenance, architectural control of the subdivision and common properties, and architectural control of the residential lots, those certain tracts of property described as follows, to-wit:

THE COTTAGES AT GRANDPOINTE, Phase I, a
Subdivision of a portion of the Joseph Noriega
Grant, Section 8, Township 1 south, Range 29
West, Escambia County, Florida, as

recorded in Plat Book 15, at Page 28, of the public records of said County.

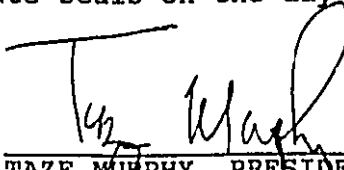
THE COTTAGES AT GRANDPOINTE Phase II, a subdivision of a portion of the Joseph Noriega Grant, Section 8, and the Manuel Bonifay Grant, Section 9, Township 1 South, Range 29 West, Escambia County, Florida, as recorded in Plat Book 15 at pages 48 and 48A of the public records of said County.

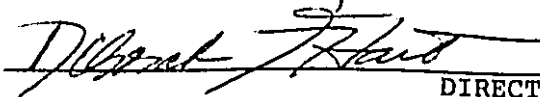
10. Every person or entity who is a record owner of a lot, either individually or jointly with others, which is subject by covenants of record to assessment by the Non-Surviving Corporation, including a contract seller, shall be a member of the Surviving Corporation (Surviving Association). All members of the Non-Surviving Corporation shall be members of the Surviving Corporation. There shall be but one class of membership, i.e. Class A. Said Class A members shall be all owners of lots in either Phase I or Phase II.

11. The President and Secretary of each corporation shall execute proper Articles of Merger and any other documents necessary to carry out this Agreement.

IN WITNESS WHEREOF the undersigned Officers and the Directors, or a majority thereof, of THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., and of THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. have executed this Plan of Merger

under their respective corporate seals on the day and year first
above written.

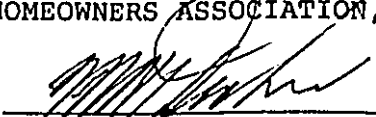

TAZE MURPHY, PRESIDENT & DIRECTOR

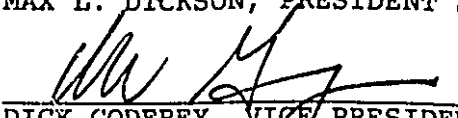

DIRECTOR

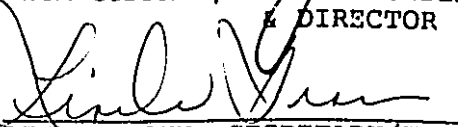

DIRECTOR


BRENDA SUPER, SECRETARY & DIRECTOR

THE FOREGOING CONSTITUTING THE OFFICERS AND DIRECTORS OF THE
COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.


MAX L. DICKSON, PRESIDENT & DIRECTOR


DICK GODFREY, VICE PRESIDENT
& DIRECTOR


LINDA BROWN, SECRETARY/TREASURER
& DIRECTOR

THE FOREGOING CONSTITUTING THE OFFICERS AND DIRECTORS OF THE
COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC.