

N95000003580

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

ALAN B. 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
ACSE signer	ADH
Updater	ADH
Enclosures	
Update	ADH
Verify	ADH
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The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form.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.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

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 8:45
DIVISION OF CORPORATIONS
ACS:ear
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. DIAKSON
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. Brown 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*

Martha 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

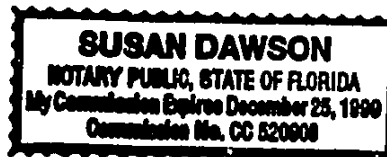
Name: Susan Dawson

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 page 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

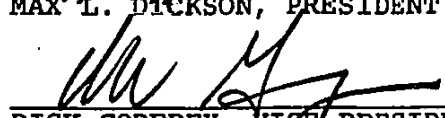

DIRECTOR


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.