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* LICENSED IN OHIO & MICHIGAN ONLY

March 22, 1999

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

Re: The Breakwater At Pelican Bay I Condominium Association, Inc.
The Breakwater At Pelican Bay II Condominium Association, Inc.
The Breakwater At Pelican Bay III Condominium Association, Inc.
The Breakwater At Pelican Bay IV Condominium Association, Inc.
The Breakwater At Pelican Bay V Condominium Association, Inc.
The Breakwater Commons Association, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Merger and attached Exhibit for The Breakwater At Pelican Bay I Condominium Association, Inc., The Breakwater At Pelican Bay II Condominium Association, Inc., The Breakwater At Pelican Bay III Condominium Association, Inc., The Breakwater At Pelican Bay IV Condominium Association, Inc., The Breakwater At Pelican Bay V Condominium Association, Inc., and The Breakwater Commons 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 return envelope provided for your convenience. Also enclosed are five (5) checks each in the amount of \$52.50, for a total of \$262.50, 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.
10814-002

800002816618--1
-03/24/99--01044--001
*****52.50 *****52.50

800002816618--1
-03/24/99--01044--002
*****52.50 *****52.50

800002816618--1
-03/24/99--01044--003
*****52.50 *****52.50

800002816618--1
-03/24/99--01044--004
*****52.50 *****52.50

800002816618--1
-03/24/99--01044--005
*****52.50 *****52.50

FILED
MAR 24 1999
TALLAHASSEE, FLORIDA
165978-1-10814-002

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE BREAKWATER AT PELICAN BAY I CONDOMINIUM ASSOCIATION, INC.,
N96-694

THE BREAKWATER AT PELICAN BAY II CONDOMINIUM ASSOCIATION,
INC., N96-1336

THE BREAKWATER AT PELICAN BAY III CONDOMINIUM ASSOCIATION,
INC., N96-1338

THE BREAKWATER AT PELICAN BAY IV CONDOMINIUM ASSOCIATION,
INC., N96-1337

THE BREAKWATER AT PELICAN BAY V CONDOMINIUM ASSOCIATION,
INC., N96-4703

INTO

THE BREAKWATER COMMONS ASSOCIATION, INC., a Florida corporation,
N96000000695

File date: March 24, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

of

THE BREAKWATER AT PELICAN BAY I CONDOMINIUM ASSOCIATION, INC.;
THE BREAKWATER AT PELICAN BAY II CONDOMINIUM ASSOCIATION, INC.;
THE BREAKWATER AT PELICAN BAY III CONDOMINIUM ASSOCIATION, INC.;
THE BREAKWATER AT PELICAN BAY IV CONDOMINIUM ASSOCIATION, INC.;
THE BREAKWATER AT PELICAN BAY V CONDOMINIUM ASSOCIATION, INC.;

Florida Not-For-Profit Corporations,

into/with

THE BREAKWATER COMMONS ASSOCIATION, INC., a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between THE BREAKWATER AT PELICAN BAY I CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY II CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY III CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY IV CONDOMINIUM ASSOCIATION, INC.; and THE BREAKWATER AT PELICAN BAY V CONDOMINIUM ASSOCIATION, INC., Florida Not-for-Profit corporations ("Merging Corporations") and THE BREAKWATER COMMONS 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"), THE BREAKWATER AT PELICAN BAY I CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY II CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY III CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY IV CONDOMINIUM ASSOCIATION, INC.; THE BREAKWATER AT PELICAN BAY V CONDOMINIUM ASSOCIATION, INC.; and THE BREAKWATER COMMONS ASSOCIATION, INC. adopt the following Articles of Merger.

1. The Plan of Merger attached hereto as Exhibit "A" ("Plan of Merger") was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

The Breakwater at Pelican Bay I Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

22

Number of Votes In Opposition to Plan of Merger

- 0 -

FILED
99 MAR 24 AM 9:40
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The Breakwater at Pelican Bay II Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

28

Number of Votes In Opposition to Plan of Merger

- 0 -

The Breakwater at Pelican Bay III Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

23

Number of Votes In Opposition to Plan of Merger

- 0 -

The Breakwater at Pelican Bay IV Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

28

Number of Votes In Opposition to Plan of Merger

- 0 -

The Breakwater at Pelican Bay V Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

28

Number of Votes In Opposition to Plan of Merger

- 0 -

The Breakwater Commons Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

2/24/99

Number of Votes In Favor of Plan of Merger

217

Number of Votes In Opposition to Plan of Merger

0

By: R. Kamran, President

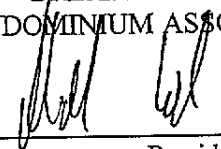
By: Danah Finner, President

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.

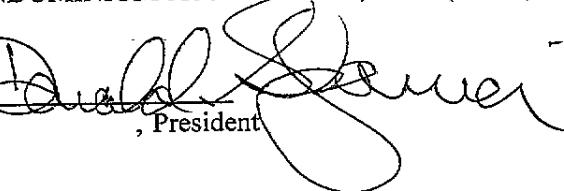
3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 11 day of March, 1999.

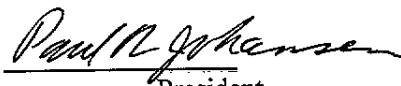
THE BREAKWATER AT PELICAN BAY I
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: 
_____, President

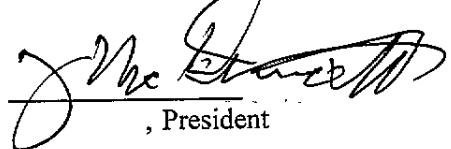
THE BREAKWATER AT PELICAN BAY II
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: 
_____, President

THE BREAKWATER AT PELICAN BAY III
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: 
_____, President

THE BREAKWATER AT PELICAN BAY IV
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: 
_____, President

PLAN OF MERGER

Merger between The Breakwater at Pelican Bay I Condominium Association, Inc., The Breakwater at Pelican Bay II Condominium Association, Inc., The Breakwater at Pelican Bay III Condominium Association, Inc., The Breakwater at Pelican Bay IV Condominium Association, Inc. The Breakwater at Pelican Bay V Condominium Association, Inc., which shall each be known as the "Merging Corp.." and The Breakwater Commons Association, Inc. which shall be known as the "Surviving 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").

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 shall be fully vested in Surviving 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 all Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

**PROPOSED AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF
THE BREAKWATER COMMONS ASSOCIATION, INC.**

Additions indicated by underlining
Deletions indicated by ~~hyphens~~

Proposed Amendments to Article II, Purpose and Powers.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Corporation is organized is to provide an entity for the ownership, maintenance and operation of certain recreational and other common facilities serving The Breakwater at Pelican Bay Complex, located in Collier County, Florida, and any Condominium which is operated by the Corporation pursuant to a corporate merger. The Breakwater at Pelican Bay Complex consists of the land described in Exhibit "H-1" to the Declaration of Covenants for The Breakwater Commons Association, Inc. (the "Declaration of Covenants"), to which these Articles of Incorporation are attached as Exhibit "H-3", and the improvements to be constructed thereon.

The Corporation is organized and shall exist on a non-stock basis as a Florida corporation not for profit. No income of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the Members ~~and their respective unit owners~~ in accordance with the provisions of these Articles of Incorporation and the Bylaws. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by the ~~Declaration of Covenants, and these Articles or the Bylaws~~ Commons Documents (as defined in the Declaration of Covenants), including without limitation the following powers:

(A) To own, acquire and convey land, and to operate, maintain, and manager those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain pursuant to a corporate merger, including the lands described in Exhibit "H-2" to the Declaration of Covenants, as amended from time to time.

((B)- (C) unchanged.

(D) To make available to the Association Members of the Corporation ~~and their respective unit owners~~, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation ,entertainment, and common good of the Members ~~and their respective unit owners~~.

(E) To assess against the Members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth in the

~~Declaration of Covenants, herein, and in the Bylaws of the Corporation Commons Documents,~~
and such other purposes as may be allowed by law.

((F)-(G) unchanged)

Proposed Amendments to Article III, Membership.

ARTICLE III

MEMBERSHIP:

(A) The Members of this Corporation shall be any ~~Florida corporation not for profit which is created for the purpose of operating a residential condominium other multi unit residential development located within the The Breakwater at Pelican Bay Complex~~ unit owner of a Living Unit (as defined in the Declaration of Covenants) in the The Breakwater at Pelican Bay Complex. ~~If any of the Members is voluntarily dissolved, that association's membership shall be transferred to another corporation, or to a trustee, which shall have and exercise such association's membership rights, obligations and privileges as long as this Corporation exists. Pursuant to a corporate merger, the condominium associations in The Breakwater at Pelican Bay Complex who are currently members of the Corporation, shall merge into this Corporation. Pursuant to the merger, the unit owners in the former condominium associations shall be the Members of the Corporation.~~

(B) Whenever a vote of the Members is required, each Member shall be entitled to one vote in Corporation matters for each dwelling unit ~~it operates~~ owned. The manner of exercising voting rights shall be as set forth in the Bylaws.

(C) The share of a Member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner ~~except as an appurtenance to the property the Association operates.~~

Proposed Amendments to Article IV, Directors and Officers.

ARTICLE IV

DIRECTORS AND OFFICERS: The affairs of the Corporation shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. ~~Directors may be, but are not required to be, officers or directors of their respective Associations. Directors shall be appointed or elected by the members in the manner set forth in the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws. The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its annual organizational meeting, and shall serve at the pleasure of the Board.~~