

N960000001163



ACCOUNT NO. : 072100000032

REFERENCE : 732953 9725B

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 105.00

ORDER DATE : June 15, 2000

ORDER TIME : 3:32 PM

ORDER NO. : 732953-005

6000003293336--2

CUSTOMER NO: 9725B

CUSTOMER: Mr. Stephen M. Falk
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

ARTICLES OF MERGER

CROWN POINTE SHORES II
CONDOMINIUM ASSOCIATION, INC.

INTO

CROWN POINTE SHORES I
CONDOMINIUM ASSOCIATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
00 JUN 15 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 15 PM 4:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06-16-00

*
When this merger was originally filed on 6/15/00 the surviving
corp. was reflected in error as #N96000001223 - corrected
3/20/01 sp

C

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CROWN POINTE SHORES II CONDOMINIUM ASSOCIATION, INC., a Florida
corp., N96000006008

CROWN POINTE SHORES III CONDOMINIUM ASSOCIATION, INC., a Florida
corp., N98000003223

INTO

CROWN POINTE SHORES I CONDOMINIUM ASSOCIATION, INC. which
changed its name to

CROWN POINTE SHORES CONDOMINIUM ASSOCIATION, INC., a Florida
entity, N96000001163.

File date: June 15, 2000

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
CROWN POINTE SHORES II CONDOMINIUM ASSOCIATION, INC.
CROWN POINTE SHORES III CONDOMINIUM ASSOCIATION, INC.

Florida Not-For-Profit Corporations

into/with

CROWN POINTE SHORES I CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit Corporation

ARTICLES OF MERGER between CROWN POINTE SHORES II CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit corporation and CROWN POINTE SHORES III CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit corporation ("Merging Corporations") and CROWN POINTE SHORES I 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"), CROWN POINTE SHORES II CONDOMINIUM ASSOCIATION, INC., CROWN POINTE SHORES III CONDOMINIUM ASSOCIATION, INC., and CROWN POINTE SHORES I CONDOMINIUM ASSOCIATION, INC., adopt the following Articles of Merger.

1. The Plan of Merger dated May 9, 2000 ("Plan of Merger") which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

Crown Pointe Shores I Condominium Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

May 9, 2000

Number of Votes in Favor of Plan of Merger

19

Number of Votes In Opposition to Plan of Merger

0

Crown Pointe Shores II Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

May 9, 2000

Number of Votes in Favor of Plan of Merger

18

Number of Votes in Opposition to Plan of Merger

1

FILED
00 JUN 15 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Crown Pointe Shores III Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved:

May 9, 2000

Number of Votes in Favor of Plan of Merger 16

Number of Votes in Apposition to Plan of Merger 0

2. The Plan of Merger is attached as Exhibit ¹ 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 9th day of may, 2000.

CROWN POINTE SHORES I
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: Lisa C. Ayle
President

CROWN POINTE SHORES II
CONDOMINIUM ASSOCIATION, INC.

By: Grady M. Keller
President

CROWN POINTE SHORES III
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: Kenia Brand
President

PLAN OF MERGER

EXHIBIT 1

Merger between Crown Pointe Shores I Condominium Association, Inc. which shall be known as the "Surviving Corp." and Crown Pointe Shores II Condominium Association, Inc., and Crown Pointe Shores III Condominium Association, Inc., which shall be known as the "Merging Corps." (collectively the "Constituent Corporations"). This Plan of Merger may be adopted by any two of 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 Crown Pointe Shores 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 Corps. shall cease, and Surviving Corp. shall be fully vested in Merging Corps.' 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 Corps., 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 Corps. for this Plan of Merger, Merging Corps. 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
FOR**

EXHIBIT A

CROWN POINTE SHORES I CONDOMINIUM ASSOCIATION, INC.

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

Proposed Amendment to Article I.

NAME: The name of the corporation, herein called the "Association", is "Crown Pointe Shores I Condominium Association, Inc." The principal place of business shall be at 1805 West Crown Pointe Boulevard, Naples, Florida 33962.

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 Crown Pointe Shores I, 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 condominiums 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.