

N9700000/234



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 766311 5801A

AUTHORIZATION : Patricia R. R. R.

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 2000

ORDER TIME : 3:08 PM

ORDER NO. : 766311-005

CUSTOMER NO: 5801A

8000003325628--2

CUSTOMER: Christopher J. Shields, Esq
Pavese Haverfield Dalton
1833 Hendry Street
Fort Myers, FL 33901-3095

ARTICLES OF MERGER

THE RESERVE AT BUCKINGHAM,
INC.

INTO

THE VILLAGES AT BUCKINGHAM,
INC.

FILED
00 JUL 17 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
cc

00 JUL 17 PM 3:57

RECEIVED

00-81-60

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE RESERVE AT BUCKINGHAM, INC., a Florida corporation, N97000001230

INTO

THE VILLAGES AT BUCKINGHAM, INC., a Florida entity, N97000001234.

File date: July 17, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
THE RESERVE AT BUCKINGHAM, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
AND
THE VILLAGES AT BUCKINGHAM, INC.
ALL FLORIDA NOT FOR PROFIT CORPORATIONS
INTO
THE VILLAGES AT BUCKINGHAM, INC.

FILED
00 JUL 17 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, **The Reserve at Buckingham, Inc.**, a Florida not for profit corporation, and **The Villages at Buckingham, Inc.**, a Florida not for profit corporation, adopt the following Articles of Merger for the purpose of merging **The Reserve at Buckingham, Inc.**, a Florida not for profit corporation, into **The Villages at Buckingham, Inc.**

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of **The Villages at Buckingham, Inc.**, is attached to these Articles as **Exhibit "A"**.

ADOPTION OF PLAN

2. **The Villages at Buckingham, Inc.** had 114 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of a majority of the members. The Statement of Consent executed by the members of **The Villages at Buckingham, Inc.** is attached to these Articles as **Exhibit "B"**.

3. **The Reserve at Buckingham, Inc.** had 114 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of a majority of the members. The Statement of Consent executed by the members of **The Reserve at Buckingham, Inc.** is attached to these Articles as **Exhibit "C"**.

EFFECTIVE DATE

4. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 15th day of February, 2000.

THE VILLAGES AT BUCKINGHAM, INC.

By: Darin McMurray, President

Attest:

By: Alan Burns, Secretary

THE RESERVE AT BUCKINGHAM, INC.

By: Darin McMurray, President

Attest:

By: Alan Burns, Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of the 15th day of February, 2000, by and between **THE RESERVE AT BUCKINGHAM, INC.**, a Florida Not for Profit Corporation, (herein referred to as non-surviving corporation), and **THE VILLAGES AT BUCKINGHAM, INC.**, a Florida Not for Profit Corporation (herein referred to as surviving corporation) said corporation being herein sometimes referred to as the "Constituent Corporation".

The non-surviving corporation is duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 27, 1997. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 27, 1997. Both corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporation, i.e., **The Reserve at Buckingham, Inc.**, currently has 114 members. The surviving corporation, i.e., **The Villages at Buckingham, Inc.** currently has 114 members.

The principal office of the non-surviving corporation is c/o U.S. Home Corporation, 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33912. The registered office of the surviving corporation is located at 2375 Tamiami Trail North, Suite 308, Naples, Florida 34103 and John M. Swalm is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporation and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporation and their respective members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the constituent corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Agreement be submitted to a vote of the respective members of the non-surviving and surviving corporation entitled to vote thereon (namely all of the members of each) for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the non-surviving corporation shall be merged with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporation shall be merged into the surviving corporation and the surviving corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporation shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporation and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the members of the constituent corporations as provided in Article IX hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the constituent corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Clerk of Courts of Lee County in the State of Florida.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

ARTICLE II

Upon the effective date of the merger, the Articles of Incorporation of **THE VILLAGES AT BUCKINGHAM, INC.**, as hereinafter amended shall be the Articles of Incorporation of the surviving corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

ARTICLE III

Upon the effective date of the merger, the By-Laws of **THE VILLAGES AT BUCKINGHAM, INC.**, shall be the By-Laws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said By-Laws.

ARTICLE IV

Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either constituent corporation.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

ARTICLE V

Upon the effective date of the merger, each membership of the non-surviving corporation, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporation shall be entitled to precisely the same rights he would enjoy if he held membership in the surviving corporation.

ARTICLE VI

In order to perfect the merger, the Articles of Incorporation of the surviving corporation are hereby amended by striking all of Article I and substituting the following: "Article I: The name of the corporation is **THE VILLAGES AT BUCKINGHAM, INC.**"

ARTICLE VII

The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. The directors of both the surviving corporation and the non-surviving corporation shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.

ARTICLE VIII

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporation. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporation.

ARTICLE IX

This Agreement of Merger shall be submitted to the members of each of the constituent corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Agreement by (i) the non-surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation and by (ii) the surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

ARTICLE X

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporation as well as for the enforcement of any obligation resulting from the merger.

ARTICLE XI

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporation and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XI, this Agreement shall become void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

ARTICLE XII

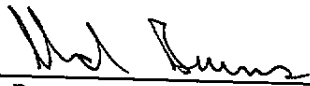
This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these presents to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

THE VILLAGES AT BUCKINGHAM, INC.

BY: 
Darin McMurray, President

Attest:

By: 
Alan Burns, Secretary

THE RESERVE AT BUCKINGHAM, INC.

By: Darin McMurray, President

Attest:

By: Alan Burns, Secretary

EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF
THE VILLAGES AT BUCKINGHAM, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 12734 Kenwood Lane, Ste. 49 Fort Myers, Fort Myers, Florida, on the 15th day of February, 2000 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 15th day of February, 2000 between the corporation and **The Reserve at Buckingham, Inc.**, a Florida Not for Profit Corporation, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 15th day of February, 2000.

Member(s):



Alan Burns Secretary

**RESOLUTION OF THE DIRECTORS OF
THE VILLAGES AT BUCKINGHAM, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of **The Villages at Buckingham, Inc.**, Inc. a proposed plan providing for the merger of the corporation with **The Reserve at Buckingham, Inc.**, a Florida Not for Profit Corporation, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with **The Reserve at Buckingham, Inc.**, a Florida Not for Profit Corporation, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 15th day of February, 2000.

Directors:

Darin McMurray

E.B. Lawson

Alan R. Burns

EXHIBIT "C"

**RESOLUTION OF THE MEMBERS OF
THE RESERVE AT BUCKINGHAM, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 12734 Kenwood Lane, Ste. 49 Fort Myers, Florida, on the 15th day of February, 2000 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 15th day of February, 2000 among the corporation and **The Villages at Buckingham, Inc.**, a Florida Not for Profit Corporation, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

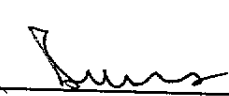
FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 15th day of February, 2000.

Member(s):



Alan Burns



Secretary

**RESOLUTION OF THE DIRECTORS OF
THE RESERVE AT BUCKINGHAM, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of **The Reserve at Buckingham, Inc.** a proposed plan providing for the merger of the corporation with **The Villages at Buckingham, Inc.**, a Florida Not for Profit Corporation, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with **The Villages at Buckingham, Inc.**, a Florida Not for Profit Corporation, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 15th day of February, 2000

Directors:

Darin McCurray

E.B. Lawson

Alan R. Burns