

N97000002633

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April 29, 2002

Department of State
Division of Corporations
Corporate Filings
Attention: Merger
Post Office Box 6327
Tallahassee, FL 323140

Re: **Mergers**

Dear Sir/Miss:

Enclosed please find one original and one copy each of the Articles of Merger, Plan Merger and Amendment of Articles of Incorporation for four (4) separate mergers. have also enclosed four (4) checks in the amount of \$105.00, \$105.00, \$140.00, and \$175.00 for each respective merger. Below I will briefly describe the four (4) mergers:

1. The Martinique at Tarpon Cove Condominium Association, Inc. and The Martinique III at Tarpon Cove Condominium Association, Inc. are merging into and with the Martinique II at Tarpon Cove Condominium Association, Inc., which will thereafter be known as The Martinique at Tarpon Cove Condominium Association, Inc.
2. The Bimini at Tarpon Cove Condominium Association, Inc., The Bimini III at Tarpon Cove Condominium Association, Inc., The Bimini IV at Tarpon Cove Condominium Association, Inc., and The Bimini V at Tarpon Cove Condominium Association, Inc., will merge into and with The Bimini II at Tarpon Cove Condominium Association, Inc., which will thereafter be known as The Bimini at Tarpon Cove Condominium Association, Inc.
3. The Barbados at Tarpon Cove Condominium Association, Inc. and The Barbados II at Tarpon Cove Condominium Association, Inc. will merge into and with The Barbados III at Tarpon Cove Condominium Association, Inc., which will thereafter be known as The Barbados at Tarpon Cove Drive Condominium Association, Inc.
4. The Barbados IV at Tarpon Cove Condominium Association, Inc., The Barbados VI at Tarpon Cove Condominium Association, Inc., and The Barbados VII at Tarpon Cove Condominium Association, Inc., will merge into and with The Barbados V at Tarpon Cove Condominium Association,

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DIVISION OF CORPORATIONS
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Mergers & N/C

V SHEPARD MAY 14 2002

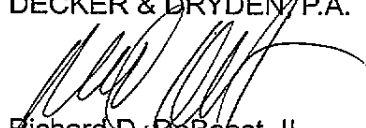
Department of State
Attention: MERGERS
April 29, 2002
Page 2 of 2

Inc., which will thereafter be known as The Barbados at Carrick Bend
Circle Condominium Association, Inc.

If you find everything in order, please file the enclosed documents and return certified copies to the undersigned. We have attached four (4) additional checks in the amount of \$8.75 to cover the certified copy cost. If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

DEBOEST, KNUDSEN, STOCKMAN,
DECKER & DRYDEN P.A.



Richard D. DeBoest, II
For the Firm

RDD2:smp

Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE BARBADOS AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., a
Florida Corporation (Document #N97000001084)

THE BARBADOS II AT TARPON COVE CONDOMINIUM ASSOCIATON, INC., a
Florida Corporation (Document #N97000001601)

INTO

THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.
which changed its name to

**THE BARBADOS AT TARPON COVE DRIVE CONDOMINIUM ASSOCIATION,
INC.,** a Florida entity, N97000002633

File date: May 2, 2002

Corporate Specialist: Velma Shepard

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER

of

THE BARBADOS AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.
THE BARBADOS II AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.

Florida Not-For-Profit Corporations,

into/with

THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., a Florida
Not-For-Profit Corporation, which will thereafter become known as THE BARBADOS AT
TARPON COVE DRIVE CONDOMINIUM ASSOCIATION, INC.

ARTICLES OF MERGER between THE BARBADOS AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., and THE BARBADOS II AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., all Florida Not-for-Profit corporations ("Merging Corporations") and THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation, which will upon merger become known as THE BARBADOS AT TARPON COVE DRIVE CONDOMINIUM ASSOCIATION, INC., ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act"), THE BARBADOS AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., and THE BARBADOS II AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., and THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC., adopt the following Articles of Merger.

1. The Plan of Merger dated October 4, 2001 ("Plan of Merger") which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporation and the Surviving Corporation, as follows:

The Barbados III at Tarpon Cove Condominium Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of
Merger was Approved: January 28, 2002

Number of Votes In Favor of Plan of Merger: 10

Number of Votes In Opposition to Plan of Merger: 0

The Barbados at Tarpon Cove Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: January 28, 2002

Number of Votes In Favor of Plan of Merger: 11

Number of Votes In Opposition to Plan of Merger: 0

The Barbados II at Tarpon Cove Condominium Association, Inc. (Merging Corporation)

Merger was Approved: January 28, 2002

Number of Votes In Favor of Plan of Merger: 12

Number of Votes In Opposition to Plan of Merger: 2

THE BARBADOS AT TARPON COVE
CONDOMINIUM ASSOCIATION, INC.

(SEAL)

By: [Signature] (Signature)

William Pigorsky (Print Name) its President (Title)

THE BARBADOS II AT TARPON COVE
CONDOMINIUM ASSOCIATION, INC.

(SEAL)

By: [Signature] (Signature)

FREDERICK HACKER (Print Name) its President (Title)

THE BARBADOS III AT TARPON COVE
CONDOMINIUM ASSOCIATION, INC.

(SEAL)

By: [Signature] (Signature)

CARL THOMPSON (Print Name) its President (Title)

PLAN OF MERGER FOR
THE BARBADOS AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.
THE BARBADOS II AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.
THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.

October 4, 2001

Merger between The Barbados at Tarpon Cove Condominium Association, Inc., and The Barbados II at Tarpon Cove Condominium Association, Inc., which shall each be known as the "Merging Corp." and The Barbados III at Tarpon Cove Condominium Association, Inc., (to become known as The Barbados at Tarpon Cove Drive Condominium 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. Further, at any time before the Effective Date any of the Constituent Corporations may, by a vote of the Board of Directors and notwithstanding favorable action by the members of the particular Constituent Corporation, withdraw from the Merger. Thereafter, the remaining Constituent Corporations may complete Merger.

**AMENDMENT TO
ARTICLES OF INCORPORATION
FOR
THE BARBADOS III AT TARPON COVE CONDOMINIUM ASSOCIATION, INC.
N/K/A
THE BARBADOS AT TARPON COVE DRIVE CONDOMINIUM ASSOCIATION, INC.**

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

ARTICLE I

The name of this corporation is The Barbados ~~III at Tarpon Cove~~ at Tarpon Cove Drive Condominium Association, Inc.

ARTICLE II

The purpose for which this corporation is organized is to act as the governing association of the ~~proposed~~ The Barbados III At Tarpon Cove, A Condominium, located at 710 and 720 Tarpon Cove Drive, Naples, Florida 34110, The Barbados At Tarpon Cove, A Condominium, located at 760, 770 and 780 Tarpon Cove Drive, Naples, Florida 34110, and The Barbados II At Tarpon Cove, A Condominium, located at 710 and 720 ~~760, 770 and 780~~ Tarpon Cove Drive, Naples, Florida 34110.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: Any approved person or persons who hold title in fee simple to a Condominium unit in the Condominiums shall by virtue of such ownership be a member of this corporation. Provided however, that transfer of membership shall be made only as part of and incident to the transfer of ownership of a condominium unit with such transfers being subject to and controlled by the transfer procedures set forth in the Declarations of Condominium. After receiving approval of the Association required by the Declarations of Condominium, change of membership in the Association shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record title to a unit in the condominiums and the delivery of a copy of the recorded instrument to the Association within a reasonable time following such recordation. Such delivery is not required for initial conveyances by the Developer. The owner designated by such instrument thereby becomes a member of the Association and the membership of the previous owner is thereby terminated.

ARTICLE VI

The affairs of this corporation are to be managed initially by a Board of three Directors (which may be expanded to five) who will be appointed by the Developer as provided for in the By-Laws. Subsequent Boards may shall be composed of ~~either three or five~~ Directors.



ARTICLE IX

After turnover, the By-Laws of this corporation are to be made, altered or rescinded by ~~67%~~ a majority (50%+1) of the voting interests of this corporation; prior to turnover by a majority of the Directors alone.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of ~~67%~~ a majority (50% + 1) of the voting interests of this corporation; prior to turnover, by the Directors alone.

ARTICLE XI

Each unit in the Condominiums shall have one full indivisible vote except when the governing documents expressly provide otherwise.

ARTICLE XVI

CORPORATE MERGER. It is contemplated that The Barbados at Tarpon Cove Condominium Association, Inc., and The Barbados II at Tarpon Cove Condominium Association, Inc., will merge with and into The Barbados III at Tarpon Cove Condominium Association, Inc., which shall be deemed the Surviving Corporation and which shall thereafter become known as The Barbados at Tarpon Cove Drive Condominium Association, Inc. In the event that the corporate merger is not approved, or the owners in one or more of the Condominiums in the effected Barbados Neighborhoods do not approve the requisite amendments to their Condominium Documents, then the amendments to these Condominium Documents shall be void only as to those Condominiums which have not given the requisite approvals. In the event the merger and all requisite amendments are approved, then notwithstanding anything to the contrary contained in the governing documents of any of the Condominiums, all references to the "Association" shall mean the surviving corporation and all references to the Articles of Incorporation and Bylaws shall mean the Articles of Incorporation and Bylaws of the surviving corporation. The Board of Directors shall have the authority to adopt amendments to the Condominium Documents of the Condominiums to effectuate the corporate merger in the event that any necessary amendments are inadvertently omitted from those amendments voted on by the membership.