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MERGER OR SHARE EXCHANGE

VANDERBILT BEACH AND BAY ASSOCIATION, INC.

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**ARTICLES OF MERGER OF
VANDERBILT BEACH PROPERTY OWNERS ASSOCIATION, INC.
WITH AND INTO
VANDERBILT BEACH AND BAY ASSOCIATION, INC.**

The following Articles of Merger are being submitted in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VANDERBILT BEACH AND BAY ASSOCIATION, INC.	Florida	Non-Profit Corporation
<u>Florida Document/Registration Number</u>		<u>FEI Number</u>
N97000005490		65-0757692

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SECOND: The exact name, jurisdiction, and entity type of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VANDERBILT BEACH PROPERTY OWNERS ASSOCIATION, INC.	Florida	Non-Profit Corporation
<u>Florida Document/Registration Number</u>		<u>FEI Number</u>
715763		59-6519724

THIRD: The attached Plan of Merger meets the requirements of Section 617.1105, Florida Statutes, and was approved by each domestic non-profit corporation that is a party to the merger in accordance with Chapters 617, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or bylaws of the non-profit corporations that are parties to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.


SIXTH: The Plan of Merger was adopted by the members of Vanderbilt Beach and Bay Association, Inc. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows: 30 FOR 0 AGAINST.

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SEVENTH: The Plan of Merger was adopted by the members of Vanderbilt Beach Property Owner's Association, Inc. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows: 34 FOR 2 AGAINST.

**VANDERBILT BEACH PROPERTY OWNERS
ASSOCIATION, INC.,** a Florida non-profit
corporation (Merging Entity)

By: 
B.J. Boyer, Its President

**VANDERBILT BEACH AND BAY
ASSOCIATION, INC.,** a Florida non-profit
corporation, (Surviving Entity)

By: 
Richard Bing, Its President

PLAN OF MERGER

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THIS PLAN OF MERGER (the "Plan of Merger") is entered into this ²⁸ day of April, 2006, by and between VANDERBILT BEACH AND BAY ASSOCIATION, INC., a Florida non-profit corporation, and VANDERBILT BEACH PROPERTY OWNERS ASSOCIATION, INC., a Florida non-profit corporation for the purposes of merging on the Effective Date (as defined below) these non-profit corporations in accordance with the Section 617.1101 of the Florida Not For Profit Corporation Act, and the following agreements, terms and provisions set forth herein (the "Merger").

1. The Name and Jurisdiction of the Surviving Corporation. The name and jurisdiction of the surviving non-profit corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
VANDERBILT BEACH AND BAY ASSOCIATION, INC.	Florida

2. The Names and Jurisdictions of the Merging Corporations. The names and jurisdictions of the merging non-profit corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>
VANDERBILT BEACH PROPERTY OWNERS ASSOCIATION, INC.	Florida

3. Terms and Conditions of Merger. On the Effective Date (as defined below) the separate existence of Vanderbilt Beach Property Owners Association, Inc. and Vanderbilt Beach Property Owners Association, Inc. (the "Merged Entity") shall cease and Vanderbilt Beach and Bay Association, Inc., shall be the surviving entity ("Surviving Entity"), and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise (including, but not limited to, any deed restriction enforcement powers and any zoning or architectural review board authority), under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Merged Entity or the corresponding officers or members of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

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4. Name of Surviving Entity; Articles of Incorporation; Bylaws.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be VANDERBILT BEACH RESIDENTS ASSOCIATION, INC.

4.2 Articles of Incorporation. The Articles of Incorporation of VANDERBILT BEACH AND BAY ASSOCIATION, INC., as in effect on the date hereof, shall be amended and restated as approved by the Surviving Entity's board of directors in accordance with the provisions of the Florida Not For Profit Corporation Act.

4.3 Bylaws. The Bylaws of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, amended and restated in accordance with the Florida Not For Profit Corporation Act.

5. Miscellaneous.

5.1 Termination. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the board of directors of the Merged Entity, or if the board of directors of the Surviving Entity duly adopts a resolution abandoning this Plan of Merger.

5.2 Effective Date. The Effective Date of the Merger shall be as of the date of filing of Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

VANDERBILT BEACH PROPERTY OWNERS ASSOCIATION, INC., a Florida non-profit corporation (Merging Entity)

By: *B.J. Boyer*
B.J. Boyer, Its President

VANDERBILT BEACH AND BAY ASSOCIATION, INC., a Florida non-profit corporation, (Surviving Entity)

By: *Richard Bing*
Richard Bing, Its President