

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

http://haverfieldlaw.com

1033 HENDERSON STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(941) 334-2195
FAX (941) 332-2243

CHRISTOPHER J. SHIELDS
BOARD CERTIFIED REAL ESTATE LAWYER
(941) 336-6245

PLEASE REPLY TO
FORT MYERS OFFICE

February 6, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/11/02--01061--002
****113.75 ****113.75

RE: **Articles of Merger; C.C. of Parker Lakes Neighborhood
Association, Inc.; Crystal Cove of Parker Lakes One
Condominium Association, Inc.; Crystal Cove of Parker Lakes
Two Condominium Association, Inc.**

Dear Sir/Madame:

I am enclosing herewith the original and one copy of the Articles of Merger for the above-referenced matter to be filed with the Secretary of State. It is my understanding that the fee for same is \$35.00 per Association merging with an additional \$8.75 for a certified copy, for a total of \$113.75. Please cause these Articles of Merger to be filed and return the certified copy to this office.

Thank you in advance for your prompt and courteous attention to the above.
Please feel free to contact me if you have any questions.

Very truly yours,

Christopher J. Shields

CJS/jg
Enclosures
cc: Henke Property Mgt.
F:\WPDATA\JC\CRYSTAL COVE\corp.lts.wpd

4635 S. DEL PRADO BLVD.
P.O. BOX 100088
CAPE CORAL FLORIDA 33910-0088
(941) 542-3148
FAX (941) 542-8953

461 S. MAIN STREET
P.O. DRAWER 2280
LABELLE, FLORIDA 33935
(863) 675-5800
FAX (863) 675-4998

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

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02 FEB 9 1 AM 11:29
SECRETARY OF STATE
ALLAHBEESE
FLORIDA

N98000001163
Merger
17pgs
#outcopy
2-11-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

CRYSTAL COVE OF PARKER LAKES ONE CONDOMINIUM ASSOCIATION,
INC., document # N98000001164 and

CRYSTAL COVE OF PARKER LAKES TWO CONDOMINIUM ASSOCIATION,
INC., document # N98000004793, both Florida entitys.

INTO

C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC., a Florida
entity, N98000001163

File date: February 11, 2002

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER
OF**

**C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

AND

**CRYSTAL COVE OF PARKER LAKES ONE CONDOMINIUM ASSOCIATION, INC.,
CRYSTAL COVE OF PARKER LAKES TWO CONDOMINIUM ASSOCIATION, INC.,**

BOTH FLORIDA NOT FOR PROFIT CORPORATIONS

INTO

C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC.,

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02 FEB 11 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, C.C. of Parker Lakes Neighborhood Association, Inc., a Florida not for profit corporation, Crystal Cove of Parker Lakes One Condominium Association, Inc. and Crystal Cove of Parker Lakes Two Condominium Association, Inc., all Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging C.C. of Parker Lakes Neighborhood Association, Inc., and Crystal Cove of Parker Lakes One Condominium Association, Inc. and Crystal Cove of Parker Lakes Two Condominium Association, Inc, all Florida not for profit corporations, into C.C. of Parker Lakes Neighborhood Association, Inc.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of C.C. of Parker Lakes Neighborhood Association, Inc., is attached to these Articles as **Exhibit "A"**.

ADOPTION OF PLAN

2. C.C. of Parker Lakes Neighborhood Association, Inc, had 84 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of C.C. of Parker Lakes Neighborhood Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. Crystal Cove of Parker Lakes One Condominium Association, Inc. had 40 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Crystal Cove of Parker Lakes One Condominium Association, Inc. is attached to these Articles as **Exhibit "C"**.


4. Crystal Cove of Parker Lakes Two Condominium Association, Inc. had 44 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Crystal Cove of Parker Lakes Two Condominium Association, Inc. is attached to these Articles as **Exhibit "D"**.

EFFECTIVE DATE

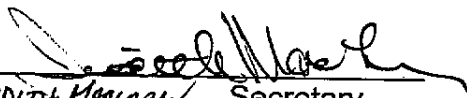
5. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 13 day of December, 2001.

C.C. OF PARKER LAKES
NEIGHBORHOOD ASSOCIATION,
INC.

By: 
GILBERT HADAD, President

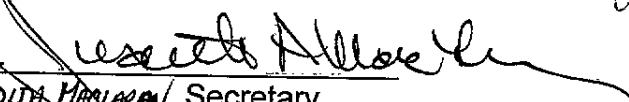
Attest:

By: 
JUDITH MACLAREN, Secretary

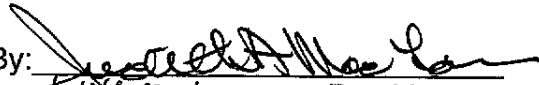
CRYSTAL COVE OF PARKER LAKES
ONE CONDOMINIUM ASSOCIATION,
INC.

By: 
James M. Destrieck, President

Attest:

By: 
JUDITH MACLAREN, Secretary

CRYSTAL COVE OF PARKER LAKES
TWO CONDOMINIUM ASSOCIATION,
INC.

By: 
Judith MacLaran, President

Attest:

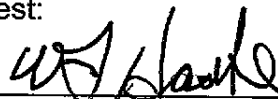
By: 
William Hacke, Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of the 13 day of DECEMBER, 2001 by and among **CRYSTAL COVE OF PARKER LAKES ONE CONDOMINIUM ASSOCIATION, INC., a Florida Not for Profit Corporation, and CRYSTAL COVE OF PARKER LAKES TWO CONDOMINIUM ASSOCIATION, INC., a Florida Not for Profit Corporation,** (herein referred to as non-surviving corporations), and **C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION INC., a Florida Not for Profit Corporation** (herein referred to as surviving corporation) said corporations being herein sometimes referred to as the "Constituent Corporations".

The non-surviving corporations are duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 25, 1998 and August 20, 1998, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 25, 1998. All corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporations currently have 40 members and 44 members respectively. The surviving corporation currently has 84 members.

The principal office of the non-surviving corporations is c/o Henke Property Management, Inc., P.O. Box 07038, Fort Myers, FL 33919. The registered office of the surviving corporation is located at 6213-A Presidential Court, Fort Myers, FL 33919 and Carol Henke is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporations and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporations 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 corporations 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 corporations 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 corporations 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 corporations shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporations 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.

Effective on the date of the first Annual Meeting following the merger of the individual Crystal Cove Condominium Associations into C.C. of Parker Lakes Neighborhood Association, Inc., there shall be six (6) directors with each Condominium entitled to at least three (3) representatives, on the Board of Directors. The election shall be bifurcated so that each Condominium shall elect three (3) representatives to the Board from the list of eligible candidates from that Condominium who are vying for said position, and only the votes from that particular Condominium shall be counted in electing their representative to the Board. In order to provide for a continuity of experience by establishing a system of staggered terms, at the first annual meeting following the merger, the two (2) candidates from each Condominium receiving the highest number of votes shall be elected for two (2) year terms. The candidate from each Condominium receiving the next highest number of votes shall be elected for a one (1) year term. In the case of tie votes, or in the event the number of candidates does not exceed the number of available seats, the directors who are elected shall decide among themselves who shall serve the longer terms. Thereafter, commencing at the next election and continuing for all ensuing elections, all directors so elected shall be elected to serve for a term of two (2) years. A director's term will end at the annual election at which his successor is to be duly elected, unless he sooner resigns, or is recalled. In the case a vacancy shall occur, the vacancy shall be filled by the remaining members on the Board who shall appoint an individual member from the same Condominium where the vacancy occurred.

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 C.C. of Parker Lakes Neighborhood Association, 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 C.C. of Parker Lakes Neighborhood Association, 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 corporations, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporations 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 and to reflect the Amendment to the Articles of Incorporation to reflect the change in the name of the surviving corporation, 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 "C.C. of Parker Lakes Neighborhood Association, 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 corporations 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 corporations. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporations 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 corporations.

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 corporations - the affirmative vote of the holders of at least a majority of the membership of the corporations 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 corporations 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 corporations 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

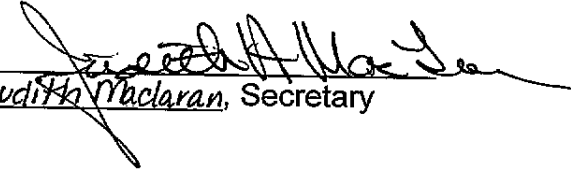
This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

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.

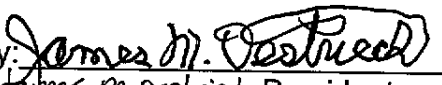
C.C. OF PARKER LAKES
NEIGHBORHOOD ASSOCIATION,
INC.

By: 
GILBERT HAOD, President

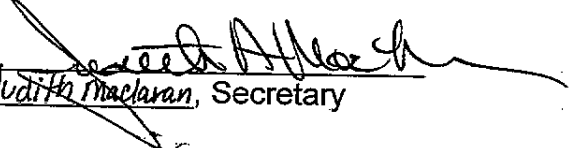
Attest:

By: 
Judith Maclaran, Secretary


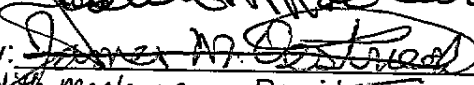
CRYSTAL COVE OF PARKER LAKES
ONE CONDOMINIUM ASSOCIATION,
INC.

By: 
James M. Destrieck, President

Attest:

By: 
Judith Maclaran, Secretary

CRYSTAL COVE OF PARKER LAKES
TWO CONDOMINIUM ASSOCIATION,
INC.


By: 
Judith Maclaran, President

Attest:


By: 
William Hacke, Secretary

EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF
C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, 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 Fort Myers Florida on the 5 day of September, 2001 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 1 day of November, 2001 among the corporation and Crystal Cove of Parker Lakes One Condominium Association, Inc. and Crystal Cove of Parker Lakes Two Condominium Association, Inc., all Florida Not for Profit Corporations, 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 13 day of December, 2001.


Secretary Signature

Gilbert Hadad
Printed

EXHIBIT "C"


**RESOLUTION OF THE MEMBERS OF
CRYSTAL COVE OF PARKER LAKES ONE CONDOMINIUM ASSOCIATION, 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 Fort Myers, Florida on the 11 day of September, 2001 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 1 day of November, 2001 among the corporation and Crystal Cove of Parker Lakes Two Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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 13 day of December, 2001.


Secretary Signature

James M. Oestrich
Printed

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
CRYSTAL COVE OF PARKER LAKES TWO CONDOMINIUM ASSOCIATION, 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 Fort Myers, Florida on the 5 day of September, 2001 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 1 day of November, 2001 among the corporation and Crystal Cove of Parker Lakes One Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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 13 day of December, 2001.


Secretary Signature

Judith A. MacLaren
Printed

**RESOLUTION OF THE DIRECTORS OF
CRYSTAL COVE OF PARKER LAKES TWO CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Crystal Cove of Parker Lakes Two Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Crystal Cove of Parker Lakes One Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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

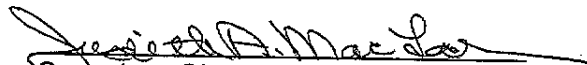
WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Crystal Cove of Parker Lakes One Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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 5 day of September, 2001.


Secretary Signature

Judith A. MacLaren
Printed

**RESOLUTION OF THE DIRECTORS OF
CRYSTAL COVE OF PARKER LAKES ONE CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Crystal Cove of Parker Lakes One Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Crystal Cove of Parker Lakes Two Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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 Crystal Cove of Parker Lakes Two Condominium Association, Inc., and C.C. of Parker Lakes Neighborhood Association, Inc., all Florida Not for Profit Corporations, 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 11 day of September, 2001.


Secretary Signature

JAMES M. OESTRICH
Printed

**RESOLUTION OF THE DIRECTORS OF
C.C. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of C.C. of Parker Lakes Neighborhood Association, Inc. a proposed plan providing for the merger of the corporation with Crystal Cove of Parker Lakes One Condominium Association, Inc., and Crystal Cove of Parker Lakes Two Condominium Association, Inc., all Florida Not for Profit Corporations, 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 Crystal Cove of Parker Lakes One Condominium Association, Inc., and Crystal Cove of Parker Lakes Two Condominium Association, Inc., all Florida Not for Profit Corporations, 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 5 day of September, 2001.



Secretary Signature

Gilbert L. Ladd

Printed