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PORTER WRIGHT MORRIS & ARTHUR LLP
Attorneys & Counselors at Law

Ellen A. Goldman
239-593-2954
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5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

Facsimile: 239-593-2990
Toll Free: 800-876-7962

July 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bolero at Tiburon Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Merger for Bolero at Tiburon Condominium Association, Inc. Also enclosed is a filing fee of \$35.00 for each entity being merged for a total of \$175.00, together with \$8.75 for a certified copy of the Articles of Merger.

Should you have any questions, please feel free to contact me.

Very truly yours,


Ellen A. Goldman

EAG:dal
Enclosures
cc: Mr. Robert Prince
Mr. Wayne Dammert

ARTICLES OF MERGER

Article 1. The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be THE BOLERO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is changed to BOLERO AT TIBURON CONDOMINIUM ASSOCIATION, INC.

Article 6. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were adopted and approved by at least seventy-five percent (75%) of the members of each corporation entitled to vote with respect thereto, which was sufficient for approval.

Date July 21, 2003

THE BOLERO I AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

Attest:

By: Christopher Marsala V.P.

Printed Name: Christopher Marsala
Its: President

Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

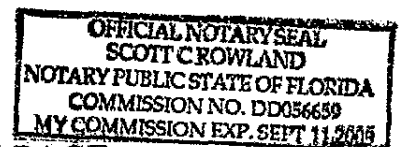
COUNTY OF Collier

This instrument was executed before me this 21st day of July, 2003 by Christopher Marsala, as President of THE BOLERO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Scott C. Rowland
Signature of Notary

Scott C. Rowland
Printed Name of Notary

Serial Number:



SIGNATURES CONTINUE ON FOLLOWING PAGE

Articles of Merger

7/17/03
Date

Attest: _____

Secretary _____

THE BOLERO II AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

By: Ralph Perron
Printed Name: Ralph Perron
Its: President Vice President
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF _____

This instrument was executed before me this 17th day of July, 2003 by Ralph Perron as President of THE BOLERO II AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Carol L. Ziemba
Signature of Notary
CAROL L. ZIEMBA
NOTARY PUBLIC
My Commission Expires Feb. 23, 2007
Printed Name of Notary
Serial Number: _____

Date

Attest: _____

Secretary _____

THE BOLERO III AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

By: _____
Printed Name: _____
Its: President
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF _____

This instrument was executed before me this _____ day of _____, 2003 by _____ as President of THE BOLERO III AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Signature of Notary
Articles of Merger

Date

THE BOLERO II AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

Attest:

By: _____
Printed Name: _____
Its: President
(CORPORATE SEAL)

Secretary

STATE OF FLORIDA
COUNTY OF _____

This instrument was executed before me this _____ day of _____, 2003 by _____, as President of THE BOLERO II AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Signature of Notary

Printed Name of Notary
Serial Number:

July 23, 2003
Date

THE BOLERO III AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

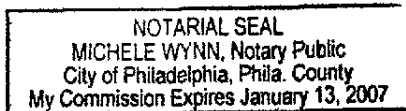
Attest:

By: Stephen C. Bryan
Printed Name: STEPHEN C. BRYAN
Its: President SEC/TREASURER
(CORPORATE SEAL)

Secretary

STATE OF FLORIDA
COUNTY OF PHILADELPHIA
CITY

This instrument was executed before me this 23rd day of JULY, 2003 by STEPHEN C. BRYAN, as President of THE BOLERO III AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.



Michele Wynn
Signature of Notary

Michele Wynn
Printed Name of Notary
Serial Number: 1196063

Sworn to and subscribed before me this 23 day of July 2003
SIGNATURES CONTINUE ON FOLLOWING PAGE

Articles of Merger

July 15 2003
Date

THE BOLERO IV AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

Attest:

X By: J Robert Prince
Printed Name: J. ROBERT PRINCE
Its: President
(CORPORATE SEAL)

Secretary

STATE OF ~~FLORIDA~~ Virginia
COUNTY OF Fairfax

This instrument was executed before me this 15th day of July, 2003 by J Robert Prince, as President of THE BOLERO IV AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Nancy Hopkins Ryan
Signature of Notary

My Commission Expires April 30, 2007

Nancy Hopkins Ryan
Printed Name of Notary
Serial Number:

July 15, 2003
Date

BOLERO AT TIBURON COMMUNITY
ASSOCIATION, INC.

Attest:

X By: J Robert Prince
Printed Name: J. ROBERT PRINCE
Its: President
(CORPORATE SEAL)

Secretary

STATE OF ~~FLORIDA~~ Virginia
COUNTY OF Fairfax

This instrument was executed before me this 15th day of July, 2003 by J Robert Prince, as President of BOLERO AT TIBURON COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Nancy Hopkins Ryan
Signature of Notary

My Commission Expires April 30, 2007

Nancy Hopkins Ryan
Printed Name of Notary
Serial Number:

Articles of Merger

PLAN OF MERGER

This Plan of Merger is by and between The BOLERO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida not for profit Florida corporation, hereinafter called the "Surviving Corporation," and the following corporations, which are hereinafter referred to as the "Dissolving Corporations."

The Bolero II At Tiburon Condominium Association, Inc., a Florida not for profit corporation, incorporated under the same name on March 5, 1999;

The Bolero III At Tiburon Condominium Association, Inc., a Florida not for profit corporation, incorporated under the same name on March 5, 1999;

The Bolero IV At Tiburon Condominium Association, Inc., a Florida not for profit corporation, incorporated under the same name on March 5, 1999; and

The Bolero at Tiburon Community Association, Inc., a Florida not for profit corporation, incorporated under the same name on April 28, 1999.

The Surviving Corporation and the Dissolving Corporations are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and are all in good standing.

2. Heretofore a 60-unit condominium complex, including four (4) separate residential condominiums, was formed by the recording of a Declaration of Covenants and Restrictions, and four (4) separate Declarations of Condominium, as follows:

Declaration of Covenants and Restrictions, recorded on November 29, 2000, in O.R. Book 2748, at Pages 1656 et seq., of the Public Records of Collier County, Florida.

Bolero I at Tiburon, a Condominium, consisting of 15 Units, created by Declaration of Condominium recorded November 15, 1999, in O.R. Book 2611, at Pages 1577 et seq., Public Records of Collier County, Florida.

Bolero II at Tiburon, a Condominium, consisting of 15 Units, created by Declaration of Condominium recorded November 15, 1999, in O.R. Book 2611, Pages 1481 et seq., Public Records of Collier County, Florida.

Bolero III at Tiburon, a Condominium, consisting of 15 Units, created by Declaration of Condominium recorded August 22, 2000, in O.R. Book 2713, Pages 1936 et seq., Public Records of Collier County, Florida.

Bolero IV at Tiburon, a Condominium, consisting of 15 Units, created by Declaration of Condominium recorded August 22, 2000, in O.R. Book 2713, Pages 2342 et seq., Public Records of Collier County, Florida.

The Dissolving Corporations, respectively, are three (3) of the four (4) condominium associations and the one (1) Master Association which operate the above-referenced condominiums.

3. The Surviving Corporation shall become the condominium association that operates all of the above-referenced condominiums, and its name shall be changed to "Bolero at Tiburon Condominium Association, Inc."

4. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be at the following address: Hayden & Associates, 15250 S. Tamiami Trail, Suite H, Ft. Myers, Florida 33908.

5. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "A".

6. Changes in Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Collier County, Florida.

7. Change of Name. The name of the Surviving Corporation shall be changed to "Bolero at Tiburon Condominium Association, Inc."

8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held immediately after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. Ratification by Members. The Plan of Merger has been ratified and approved by the members of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

10. Effective Date of Merger. This merger shall become effective on the date the Articles of Merger are filed in the offices of the Secretary of State.

11. Effect of Merger. When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by

reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporations thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. Execution. The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

Date July 21, 2003

THE BOLERO I AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

By: Christopher Marsala V.P.

Printed Name: Christopher Marsala
Its: President

(CORPORATE SEAL)

Attest:

Secretary

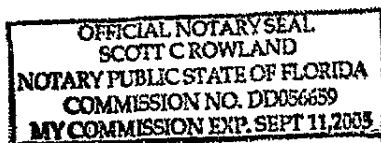
STATE OF FLORIDA
COUNTY OF Collier

This instrument was executed before me this 21st day of July, 2003 by Christopher Marsala, as President of THE BOLERO I AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Scott C. Rowland
Signature of Notary

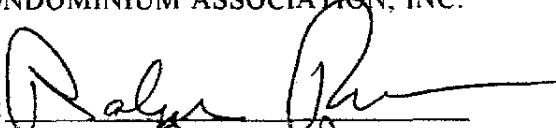
Scott C. Rowland
Printed Name of Notary

Serial Number:



7/17/03
Date

THE BOLERO II AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

By: 

Printed Name: Ralph Perron

Its: President Vice President

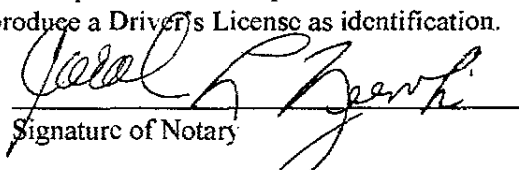
(CORPORATE SEAL)

Attest:

Secretary

STATE OF FLORIDA
COUNTY OF _____

This instrument was executed before me this 17 day of July, 2003 by
Ralph Perron, as Vice President of THE BOLERO II AT TIBURON
CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the
corporation. He is personally known to me or did produce a Driver's License as identification.


Signature of Notary

CAROL L. ZIEMBA

Printed Name of Notary: NOTARY PUBLIC
My Commission Expires Feb. 23, 2007

Serial Number:

Date July 23, 2003

THE BOLERO III AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

By: Stephen C. Bryan
Printed Name: STEPHEN C. BRYAN
Its: President SEC/TREASURER
(CORPORATE SEAL)

Attest:

Secretary

STATE OF FLORIDA PA
COUNTY OF PHILADELPHIA
CITY

SEC/TREASURER

This instrument was executed before me this 23 day of July, 2003 by STEPHEN C. BRYAN, as President of THE BOLERO III AT TIBURON CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is personally known to me or did produce a Driver's License as identification.

Michele Wynn
Signature of Notary

Michele Wynn
Printed Name of Notary

Serial Number: 1196063

Sworn to and subscribed before me
this 23 day of July, 2003.

NOTARIAL SEAL
MICHELE WYNN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires January 13, 2007

7.16.2003
Date

THE BOLERO IV AT TIBURON
CONDOMINIUM ASSOCIATION, INC.

x By: J. Robert Prince
Printed Name: J. Robert Prince
Its: President
(CORPORATE SEAL)

Attest:

Secretary

STATE OF FLORIDA Virginia
COUNTY OF Fairfax

This instrument was executed before me this 16 day of July, 2003 by
J. Robert Prince, as President of THE BOLERO IV AT TIBURON
CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit on behalf of the
corporation. He is personally known to me or did produce a Driver's License as identification.

Tracia Cyrus
Signature of Notary

Tracia Cyrus
Printed Name of Notary

Serial Number:



Date

July 16, 2003

BOLERO AT TIBURON COMMUNITY
ASSOCIATION, INC.

X By: [Signature]
Printed Name:
Its: President
(CORPORATE SEAL)

Attest:

Secretary

STATE OF FLORIDA Virginia
COUNTY OF Fairfax

This instrument was executed before me this 16 day of July, 2003 by
J. Robert Prince, as President of BOLERO AT TIBURON COMMUNITY
ASSOCIATION, INC., a Florida corporation not for profit on behalf of the corporation. He is
personally known to me or did produce a Driver's License as identification.

[Signature]
Signature of Notary

Tracia Cyrus
Printed Name of Notary

Serial Number:

TRACIA CYRUS
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires June 30, 2008

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOLERO AT TIBURON CONDOMINIUM ASSOCIATION, INC.
(Formerly known as The Bolero I at Tiburon Condominium Association, Inc.)
(A NON-PROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is Bolero at Tiburon Condominium Association, Inc. (the "Association").

ARTICLE II

The purpose for which this Association is organized is to act as the governing association of Bolero at Tiburon, A Condominium, located in Naples, Collier County, Florida (the "Condominium") according to the Declaration of Condominium for Bolero at Tiburon recorded in the Public Records of Collier County, Florida (the "Declaration"). The initial principal office of the Association is c/o Hayden & Associates, 15250 S. Tamiami Trail, Suite H, Ft. Myers, Florida 33908.

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 Condominium shall by virtue of such ownership be a member of the Association. Provided, however, that transfer of membership shall be made only as a 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 Declaration. After receiving approval of the association required by the Declaration, 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 Condominium and the delivery of a copy of the recorded instrument to the Association within a reasonable time following such recordation. The owner designated by such instrument thereby becomes a member of the Association and the membership of the previous owner is thereby terminated.

ARTICLE IV

The Association shall exist perpetually.

ARTICLE V

The name and address of the Incorporator is as follows:

Ellen A. Goldman, Esq.
Porter, Wright, Morris & Arthur, LLP
5801 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

The affairs of the Association are to be managed by a Board of five Directors who will be elected as provided for in the By-Laws of the Association.

ARTICLE VII

The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Robert Prince - President
Alice McKnight - Vice President
James Kaufman - Secretary/Treasurer

ARTICLE VIII

The number of persons constituting the First Board of Directors shall be five, and their names and addresses are as follows:

James Kaufman
2605 Estrella Court
Naples, Florida 34109

Alice McKnight
2630 Bolero Drive
Naples, Florida 34109

Robert Prince
2650 Bolero Drive
Naples, Florida 34109

John Richards
2626 Bolero Drive
Naples, Florida 34109

Vacant

ARTICLE IX

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

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.

The amendment must be approved by a vote of 67% of the voting interests of the Association.

ARTICLE X

Each unit in the Condominium shall have one full indivisible vote.

ARTICLE XI

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XII

The Association shall have all the powers permitted by law together with such additional specific powers as are contained in the Declaration and By-Laws.

ARTICLE XIII

No part of the net earnings of the Association shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of Association property or through the rebate of the excess membership dues, fees or assessments.

ARTICLE XIV

The name of the registered agent and place for service of process shall be Ellen A. Goldman, whose address is: Porter, Wright, Morris & Arthur, LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of July, 2003.

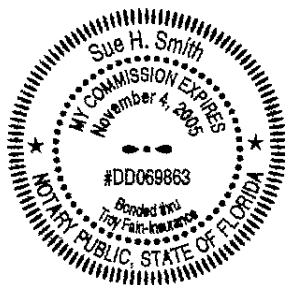
Ellen A. Goldman (SEAL)
ELLEN A. GOLDMAN

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15 day of July, 2003, by Ellen A. Goldman, who is personally known to me.

NOTARY PUBLIC:



(Sign) Sue H. Smith
(Print) _____
STATE OF FLORIDA AT LARGE (SEAL)
Commission # _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated association, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Ellen A. Goldman
Ellen A. Goldman