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OR BK 4130 P60612
Escambia County, Florida
INSTRUMENT 97-385554

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on April 18, 1997, for THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is N94000003580.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-second day of April, 1997



CR2EO22 (2-95)

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER
OF
THE COTTAGES AT GRANDPOINTE PHASE II,
HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

FILED
97 APR 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

Pursuant to Sections 617.1101, 617.1103 and 617.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. into THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.:

1. The attached Plan of Merger, which is made a part hereof by reference, was approved by each of the undersigned Corporations.
2. The Plan of Merger was adopted by THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., at a Special Meeting of the Members, duly called for that purpose, on July 11, 1996, and the number of votes cast for the merger was sufficient for approval being 26 votes, totaling over two-thirds of the total Members, voting in person or by proxy.
3. The Plan of Merger was adopted by THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., at a Special Meeting of the Members, duly called for that purpose, on November 13, 1996, and the number of votes cast for the merger was sufficient for approval being 53 votes, totaling over two-thirds of the total Members, voting in person or by proxy.

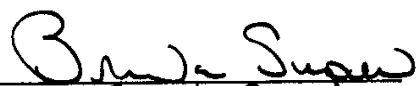
4. The Plan of Merger was approved prior to the respective meetings of the Members at a Special Meeting of the Board of Directors of each Corporation pursuant to Waiver of Notice by all Directors, by Resolutions which were unanimously adopted, approving the proposed Plan and directing that it be submitted to vote at a meeting of Members at a Special Meeting, which was called and scheduled by each corporation pursuant to proper notice, as provided by the Bylaws of each Corporation.

5. The effective date of this Merger is Nov. 13, 1996.


IN WITNESS WHEREOF the said corporations have executed this instrument through their undersigned officers this Jan. 9 day of _____, 1997. *AS*

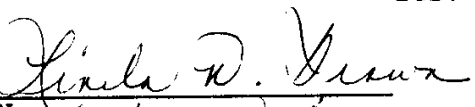
THE COTTAGES AT GRANDPOINTE
HOMEOWNERS ASSOCIATION, INC.

By 
Name: Taze Murphy
Its: President

Attest: 
Name: Brenda Super
Its: Secretary

THE COTTAGES AT GRANDPOINTE PHASE II
HOMEOWNERS ASSOCIATION, INC.

By 
Name: MAX L. DICKSON
Its: President

Attest: 
Name: Linda W. Brown
Its: Secretary

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10
day of January, 1997 by J. Murphy as President
and B. Sear as Secretary of THE COTTAGES AT
GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., on behalf of the
corporation. They are personally known to me or who have
produced _____ as identification. *Personally known*

Martha S. Welch
Name: _____
Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____

(Affix Official Seal)

MARTHA S. WELCH
Notary Public, State of Florida
My comm. expires Jan. 18, 1997
Comm. No. CC 253724

STATE OF FLORIDA

COUNTY OF ESCAMBIA

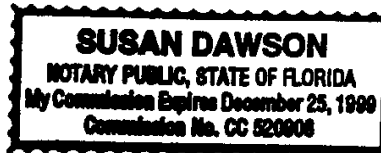
The foregoing instrument was acknowledged before me this 6th
day of January, 1996 by Max Dickson as President
and Linda Brown as Secretary of THE COTTAGES AT
GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., on behalf of
the corporation. They are personally known to me or have
produced _____ as identification.

Susan Dawson
Name: Susan Dawson
Notary Public, State of Florida

Commission No.: CC 520908

My Commission Expires: 12-25-99

(Affix Official Seal)



MERGER AGREEMENT

AGREEMENT made Nov. 13, 1996 between THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, and THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, each of Pensacola, Florida.

1. THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. shall be the "Non-Surviving Corporation" and shall be merged with and into THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., which shall be the "Surviving Corporation".
2. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the Merger, until the same shall be altered or amended. The Bylaws of the Surviving Corporation shall be and remain the Bylaws of said Surviving Corporation until altered, or amended.
3. The officers and directors of the Surviving Corporation in office on the effective date of the Merger shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected until their respective successors shall be elected or appointed and qualified.
4. On the effective date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of

the Non-Surviving Corporation; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Non-Surviving Corporation shall be deemed to be transferred and vested in the Surviving Corporation, without further act or deed, and the title to all property of any interest therein vested in the Non-Surviving Corporation shall not revert to or be in any way impaired by reason of the Merger.

5. On the effective date of the Merger, the Surviving Corporation shall be deemed responsible and liable for all the liabilities and obligations of the Non-Surviving Corporation.

6. On the effective date of the Merger, the corporate existence of the Non-Surviving Corporation shall cease, and all members of the Non-Surviving Corporation will be members of the Surviving Corporation.

7. The principal office of the Surviving Corporation shall remain its principal office following the Merger.

8. Article 3 of the Surviving Corporation is amended to specifically include in property for which the Surviving Corporation shall provide for maintenance, architectural control of the subdivision and common properties, and architectural control of the residential lots, those certain tracts of property described as follows, to-wit:

THE COTTAGES AT GRANDPOINTE, Phase I, a
Subdivision of a portion of the Joseph Noriega
Grant, Section 8, Township 1 south, Range 29
West, Escambia County, Florida, as

recorded in Plat Book 15, at Page 28, of the public records of said County.

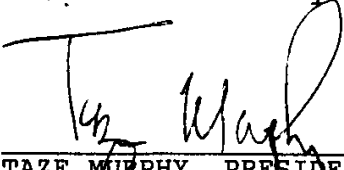
THE COTTAGES AT GRANDPOINTE Phase II, a subdivision of a portion of the Joseph Noriega Grant, Section 8, and the Manuel Bonifay Grant, Section 9, Township 1 South, Range 29 West, Escambia County, Florida, as recorded in Plat Book 15 at page 48 and 48A of the public records of said County.

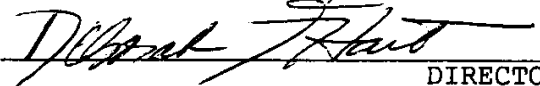
10. Every person or entity who is a record owner of a lot, either individually or jointly with others, which is subject by covenants of record to assessment by the Non-Surviving Corporation, including a contract seller, shall be a member of the Surviving Corporation (Surviving Association). All members of the Non-Surviving Corporation shall be members of the Surviving Corporation. There shall be but one class of membership, i.e. Class A. Said Class A members shall be all owners of lots in either Phase I or Phase II.

11. The President and Secretary of each corporation shall execute proper Articles of Merger and any other documents necessary to carry out this Agreement.

IN WITNESS WHEREOF the undersigned Officers and the Directors, or a majority thereof, of THE COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC., and of THE COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC. have executed this Plan of Merger

under their respective corporate seals on the day and year first
above written.

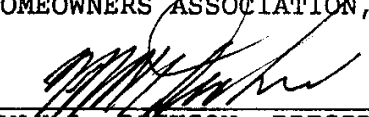

TAZE MURPHY, PRESIDENT & DIRECTOR

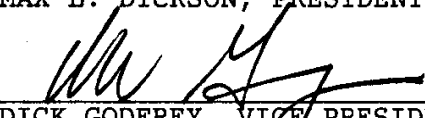

DONALD HUNT, DIRECTOR


SANDRA P. IMBERSTEIN, DIRECTOR


BRENDA SUPER, SECRETARY & DIRECTOR

THE FOREGOING CONSTITUTING THE OFFICERS AND DIRECTORS OF THE
COTTAGES AT GRANDPOINTE HOMEOWNERS ASSOCIATION, INC.


MAX L. DICKSON, PRESIDENT & DIRECTOR


DICK GODFREY, VICE PRESIDENT
& DIRECTOR


LINDA BROWN, SECRETARY/TREASURER
& DIRECTOR

THE FOREGOING CONSTITUTING THE OFFICERS AND DIRECTORS OF THE
COTTAGES AT GRANDPOINTE PHASE II HOMEOWNERS ASSOCIATION, INC.

RCD May 15, 1997 09:11 am
Escambia County, Florida

Ernie Lee Magaha
Clerk of the Circuit Court
INSTRUMENT 97-385554