

McCarthy, Summers, Bobko, McKey, Wood & Sawyer, P.A.
Attorneys at Law

Noel A. Bobko
Nicola Jaye Boone
Robert N. Maitland, II
Terence P. McCarthy**
John D. McKey, Jr.
Steven L. Perry
Thomas R. Sawyer**
Robert P. Summers**
Steven J. Wood*

N95000001335

2081 E. Ocean Boulevard
Second Floor
Stuart, Florida 34996

Tel 561 286-1700
Fax 561 283-1803

E-Mail: info@mcsunn.com
http://www.mcsunn.com

** Board Certified Real Estate Lawyer
* Board Certified Wills, Trusts & Estates Lawyer

March 29, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

[REDACTED]

Subject: The Reef Homeowners' Association
Our Matter Number: 357800

To Whom It May Concern:

Enclosed herewith please find the original Articles of Merger to filed in connection with the above-referenced matter together with my firm's trust account check no. 19332 in the amount of \$122.50 for payment of the following fees:

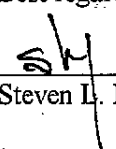
filing fee (2 corporations) \$70.00
certified copy \$52.50

total \$122.50

100002826571--7
-04/01/99--01072--002
****122.50 ****78.75

Please call my office if you have any questions or comments. I appreciate your prompt attention to the foregoing matters.

Best regards,


Steven L. Perry

Merger
6-7-99
SLP

SLP/dsb
Enclosures (2)

99 JUN -4 PM 2:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<http://www.mcsumm.com>

** Board Certified Real Estate Lawyer
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May 24, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Subject: The Reef Homeowners' Association
Our Matter Number: 357800

To Whom It May Concern:

Enclosed herewith please find a copy of the Agreement for Merger which was inadvertently not attached to the Articles of Merger previously forwarded to your office for filing on March 29, 1999. I have included a copy of the prior correspondence and Articles for your reference.

Please complete the filing of the merger for the above-referenced association. I appreciate your prompt attention to the foregoing matters.

Best regards,

Steve Perry
Steven L. Perry

SLP/dsb
Enclosures (3)

FILED
99 JUN -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McCarthy, Summers, Bobko, McKey, Wood & Sawyer, P.A.
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http://www.mcsumm.com

** Board Certified Real Estate Lawyer
* Board Certified Wills, Trusts & Estates Lawyer

May 28, 1999

Attn.: Doug Spittler
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: The Reef Homeowners' Association
Our Matter Number: 357800

To Whom It May Concern:

Enclosed herewith please find the original Articles of Merger together with the attached copy of the Agreement for Merger for filing in connection with the above-reference corporation. Also enclosed is a copy of your Letter Number: 199A00028535 per your request.

Please note that the Agreement for Merger which was inadvertently not attached to the Articles of Merger was forwarded to your office on May 24, 1999 to be attached to the original Articles of Merger. I have included a copy of the this correspondence for your reference. Unfortunately, this letter was not sent to the attention of anyone in particular, however, my assistant has confirmed that as of today's date it still was not received by your office. Kindly dispose of that copy of the agreement and letter as it in now unnecessary because I have the original in my possession once again.

Please complete the filing of the merger for the above-referenced association as soon as possible. I appreciate your prompt attention to the foregoing matters.

Best regards,

Steve Perry/dsb
Steven L. Perry

SLP/dsb
Enclosures (4)

FILED
99 JUN -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 1999

MCCARTHY, SUMMERS, BOBKO, MCKEY, WOOD & SAWYER, P.A.
ATTN: STEVEN L. PERRY
2081 EAST OCEAN BOULEVARD, SECOND FLOOR
STUART, FL 34996

SUBJECT: THE REEF HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N43294

99 JUN -4 PM 2:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE REEF HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitzer
Document Specialist

Letter Number: 199A00028535

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE REEF HOMEOWNERS' ASSOCIATION, INC., a Florida corporation,
N43294

INTO

THE REEF PHASE II HOMEOWNERS ASSOCIATION, INC. which changed its
name to

THE REEF HOMEOWNERS' ASSOCIATION, INC., a Florida corporation,
N95000001335

File date: June 4, 1999

Corporate Specialist: Doug Spittler

FILED

99 JUN -4 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

To: DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

1. THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC., a Florida non-profit corporation, and THE REEF HOMEOWNERS' ASSOCIATION, INC., a Florida non-profit corporation, have adopted an Agreement of Merger, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. The name of the surviving corporation is THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC., a Florida non-profit corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 617.051 of the Florida Not-for-Profit Corporation Act.
5. The merger of the undersigned corporations will become effective on the date the Certificate of Merger is issued by the Division of Corporations.
6. The Board of Directors of each of the undersigned corporations have adopted the Agreement of Merger.
7. The Members of THE REEF HOMEOWNERS' ASSOCIATION, INC., have approved and adopted the Agreement of Merger at a special meeting called and held for that purpose on the 25th day of January, 1999, at which meeting a quorum was present and voting and such Agreement of Merger was ratified and approved by at least two-thirds of all members entitled to vote.
8. The members of THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC. have approved or adopted the Agreement of Merger at a special meeting held for that purpose on the 25th day of January, 1999, at which meeting a quorum was present and voting and such Agreement of Merger was ratified and approved by at least two-thirds of all members entitled to vote.

DATED: March 17, 1999.

THE REEF HOMEOWNERS' ASSOCIATION, INC.

By: Martin Peterson
MARTIN PETERSON, President

Attest: *Dennis Graham*
DENNIS GRAHAM, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, that the foregoing instrument was acknowledged by Dennis Graham, who is either personally known to me or produced as identification and who did take an oath.

Witness my hand and official seal in the county and state last aforesaid, on this 17 day of March, 1999.

Richard Walenius
Notary Public

My Commission Expires:
[Seal]



RICHARD WALENIUS
COMMISSION # CC611518
EXPIRES JAN. 5, 2001

THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC.

By: *Philip Nisa*
PHILIP NISA, President

Attest: *Kendall Born*
KENDALL BORN, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, that the foregoing instrument was acknowledged by Kendall Born, who is either personally known to me or produced as identification and who did take an oath.

Witness my hand and official seal in the county and state last aforesaid, on this 17 day of March, 1999.

Richard Walenius
Notary Public

My Commission Expires:
[Seal]



RICHARD WALENIUS
COMMISSION # CC611518
EXPIRES JAN. 5, 2001

Articles of Merger
The Reef Phase II Homeowners' Association, Inc.

EXHIBIT "A"

AGREEMENT OF MERGER

THIS AGREEMENT is made this 16th day of December, 1999 by and between **THE REEF HOMEOWNERS' ASSOCIATION, INC.**, a Florida Non-Profit Corporation, and **THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC.**, a Florida Non-Profit Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

A. The respective Boards of Directors and Members of the Constituent Corporations deem it advisable that **THE REEF HOMEOWNERS' ASSOCIATION, INC.** (the "Disappearing Corporation") be merged into **THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC.** (the Surviving Corporation), under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.051 of the Florida Not-For-Profit Corporation Act.

B. The respective Boards of Directors and Members of the Constituent Corporations have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1. Agreement to Merge.

The Constituent Corporations hereby agree that **THE REEF HOMEOWNERS' ASSOCIATION, INC.**, the Disappearing Corporation, shall be merged into **THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC.**, the Surviving Corporation.

2. Name of Merged Corporation.

The name of the surviving Corporation shall be changed after the merger to **THE REEF HOMEOWNERS' ASSOCIATION, INC.**

3. Principal Office of Surviving Corporation

The principal office of the Surviving Corporation shall be located at the following address: 5303 SE Reef Way, Stuart, Florida 34997.

4. Purposes of Surviving Corporation.

The purposes of the Surviving Corporation are to engage in any lawful acts or activities for which such corporations may be formed under Chapter 617 of the Florida Statutes.

5. Board of Directors of Surviving Corporation.

(a) The Disappearing Corporation shall have the right to elect three (3) members of the Board of Directors of the Surviving Corporation at the date of merger only, who shall serve in such capacity until the next annual membership meeting or until their successors shall be elected and qualified. Subsequently, all Directors shall be elected in the manner set forth in the Bylaws of the Surviving Corporation.

(b) The Bylaws of the Surviving Corporation shall be amended in order to increase the required number of Directors to that of six (6) Directors.

6. Registered Agent of Surviving Corporation.

The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against THE REEF HOMEOWNERS' ASSOCIATION, INC. or THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC. may be served:

Steven L. Perry
McCarthy, Summers, Bobko, McKey, Wood, Sawyer, P.A.
2081 E. Ocean Boulevard, Second Floor
Stuart, Florida 34996

7. Assets of Disappearing Corporation.

All 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 REEF HOMEOWNERS ASSOCIATION, INC. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporations shall not revert or be in any way impaired by reason of such merger. Such assets are described on Exhibit "A" attached hereto and incorporated herein by reference.

8. Liabilities of Disappearing Corporation.

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against THE REEF HOMEOWNERS' ASSOCIATION, INC. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place. Such liabilities and obligations of THE REEF HOMEOWNERS' ASSOCIATION, INC. are more particularly described on Exhibit "B" attached hereto and incorporated herein by reference.

9. Articles of Incorporation of THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC. (Surviving Corporation).

The Articles of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content.

10. Bylaws of THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC. (Surviving Corporation)

The Bylaws of the Surviving Corporation shall, except as amended to increase the Board of Directors to six (6) members, as hereinabove provided, shall continue in its present form and content, to be the Bylaws of the Surviving Corporation.

11. Effective Date of Agreement.

This Agreement shall become effective on the date of filing of the Articles of Merger with the office of the Secretary of State.

12. Officers of Surviving Corporation.

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	Martin Peterson
Vice President:	Philip Nisa
Secretary:	Dennis Graham
Treasurer:	Kendall Born

13. Declaration of Covenants and Restrictions.

Each of the Constituent Corporations has filed as a matter of public record Declarations of Covenants and Restrictions relating to the real property in which the relevant phase is located. Initially, these declarations shall remain unchanged and in full force and effect. It is anticipated by the Constituent Corporations that amendments will be required to bring the Declarations of Covenants and Restrictions into conformity with current statutory standards, but in all other particulars no substitutive aspect of the declarations shall be in any way amended or modified.

14. Books and Records of THE REEF HOMEOWNERS' ASSOCIATION, INC. (Disappearing Corporation).

The books and records of the Disappearing Corporation are still in the possession of the Developer. Upon receipt of these documents and the financial records they shall be reviewed by an

accountant or CPA to be selected by the Surviving Corporation for accuracy and to ensure that the surviving corporation has received all revenue, assessments or reserves which were to be transferred to the Disappearing Corporation when the Developer turned over control to the membership. Should any action be required to compel the Developer to produce these records or to fund reserves this action and the right thereof is specifically vested in the Surviving Corporation as it may be determined by its Board of Directors.

15. Management and Decisions by Board of Directors of (Surviving Corporation).

Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Members thereof, the day and year first above written.

As to Surviving Corporation: THE REEF PHASE II HOMEOWNERS' ASSOCIATION, INC.

Signed in Presence of:

SK
Printed Name: Steven W. Perry
Diane Borge
Printed Name: Diane Borge

By: [Signature]
Printed Name: PHILIP A. NISA JR

Its President

Attest: [Signature]
Printed Name: KENDALL E. BORN

Its Secretary

As to Disappearing Corporation: THE REEF HOMEOWNERS' ASSOCIATION, INC.

Signed in Presence of:

SK
Printed Name: Steven W. Perry
Diane Borge
Printed Name: Diane Borge

By: [Signature]
Printed Name: MARTIN PETERSON

Its President

Attest: [Signature]
Printed Name: Dennis J. Corbett

Its Secretary

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, THE REEF HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, hereby submits this statement for the purpose of changing the registered agent and its registered office in the State of Florida. Such change was authorized by the corporation's board of directors.

The name of the new registered agent is Steven L. Perry. The address of the new registered office is McCarthy, Summers, Bobko, McKey, Wood & Sawyer, P.A., 1081 East Ocean Blvd., Second Floor, Stuart, Florida 34996.

I, Steven L. Perry, hereby accept the appointment as registered agent. I am familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

By: SLP
STEVEN L PERRY

STATE OF FLORIDA
COUNTY OF MARTIN


FILED
99 JUN -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, that the foregoing instrument was acknowledged by Steven L. Perry, who is personally known to me and who did take an oath.

Witness my hand and official seal in the County and State last aforesaid, on this 3rd day of May, 1999.

Diane Bomze
Notary Public

My Commission Expires:

 Diane Bomze
My Commission CC800172
Expires January 3, 2003