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BOOK 2407 PAGE 1545

AMENDMENT TO
MASTER COVENANTS FOR THE HIGHLANDS

WHEREAS, TAYLOR WOODROW HOMES, LIMITED (FLORIDA DIVISION), a corporation under the laws of the United Kingdom, authorized to do business in the State of Florida, hereinafter referred to as "Developer" has heretofore filed a document entitled "Master Covenants For The Highlands", together with exhibits thereto, in the Public Records of Sarasota County in Official Records Book 1659, Pages 1539-1578, inclusive, hereinafter referred to as "Covenants; and

WHEREAS, said Covenants reserve unto Developer the right to supplement and amend said Covenants provided all such supplements and amendments conform to the general purposes and standards set forth in said Covenants declaration; and

WHEREAS, said Covenants provide a reserved right unto Developer to assign and delegate any and all of its rights to The Highlands Management Association, Inc., the entity established by Developer, under the said Covenants, as the master property owners association for the purpose of enforcing the Covenants as well as operating, maintaining and improving the common areas of The Highlands; and

WHEREAS, the Developer has delegated unto said Highlands master property owners association, " The Highlands Management Association, Inc.", the right to merge this Corporation into " The Meadows Community Association, Inc.", the master property owners association for the Developer's immediately adjacent " Meadows Community", which is also located in Sarasota County; and

WHEREAS, the Developer, in approving the merger of the two corporations, stipulated that the terms of the merger provide that owners of property in both the Highlands and Meadows communities be afforded fairness and equity in the matter of their voting rights and as regards assessments against their property for the purpose of paying the operational expenses of the master property owners association; and

WHEREAS, in furtherance of said delegation, the Boards of Directors of both The Highlands Management Association, Inc., and The Meadows Community Association, Inc., did each unanimously resolve upon a "Plan of Merger", which plan provided for the stated desired fairness and equity, and did each submit the plan to a vote of the members of each Corporation at special meetings of the members, all pursuant to the provisions of Florida Statutes, 716.1101-617.1106 (1991); and

Prepares by:
Neil J. Welch, Esq., 5661 Pipers Waite, Sarasota, Fl. 34235

WHEREAS, by a vote of the members of The Highlands Management Association, Inc., on April 30, 1992, the required majority of members did approve the plan to merge their corporation into The Meadows Community Association, Inc. and the members of the latter corporation, on the same date, by a vote of the required majority of members, did likewise approve the merger; and

WHEREAS, in evidence of the "Plan of Merger" and the action taken by both Corporations thereunder, the President and Secretary of both Corporations did, on April 30, 1992, execute the required "Articles of Merger" pursuant to Section 617.1105, Florida Statutes (1991), and submit said Articles of Merger to The Florida Secretary of State; and

WHEREAS, The Secretary of State for The State of Florida, has approved and filed the "Articles of Merger" on May 4, 1992, which Articles of Merger provide that on June 1, 1992, The Highlands Management Association, Inc., shall cease its separate corporate existence and all of its rights, property, property interests, debts, obligations and liabilities shall be transferred, without limitation, to the surviving Corporation, The Meadows Community Association, Inc., which shall carry on the business and perform all duties and obligations of said former Highlands Management Association, Inc., as required by this declaration, "The Master Covenants For The Highlands" inasmuch as the "Articles of Merger" requires the surviving corporation to adopt and enforce, completely and fully, these Highlands Covenants;

NOW, THEREFORE, pursuant to the delegation of the Developer, as stated, and as a consequence of action taken under Florida Law to merge The Highlands Management Association, Inc., into The Meadows Community Association, Inc., as evidenced by the "Articles of Merger" filed with the Florida Secretary of State, this Declaration, THE MASTER COVENANTS FOR THE HIGHLANDS, is hereby amended by providing an additional exhibit, "Exhibit D", which shall be the attached "Articles of Merger", and by the addition of a new paragraph 37 to the body of the Covenants, which shall be as follows:

"37. Merger of Association. Effective June 1, 1992, The Highlands Management Association, Inc., (the merging corporation) is merged into The Meadows Community Association, Inc., (the surviving corporation) which corporation shall assume all duties, responsibilities and obligations, without limitation, and carry on the business of The Highlands Management Association, Inc., and its members according to these Covenants which instrument the surviving corporation shall adopt and execute without limitation. All rights, duties and responsibilities of members under these covenants, following merger of the Corporations shall remain fully in effect without change unless otherwise specifically provided for herein. (see the " Articles of Merger", exhibit D, hereto, for terms of the merger)"

CERTIFICATE OF AMENDMENT
TO
MASTER COVENANTS FOR THE HIGHLANDS

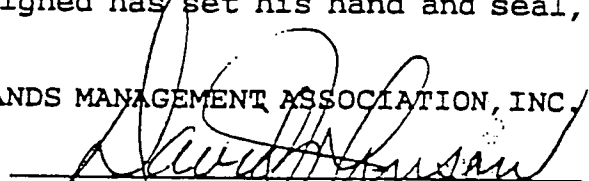
The undersigned, as President of The Highlands Management Association, Inc., a Florida Corporation not for profit, does hereby certify:

That by action of The Board of Directors and by a required majority of the members of The Highlands Management Association, Inc., the "Plan of Merger" was adopted and approved on April 30, 1992, pursuant to Sections 617.1101-617.1106, Florida Statutes (1991), which action results in the merger of The Highlands Management Association, Inc., into The Meadows Community Association, Inc., effective June 1, 1992.

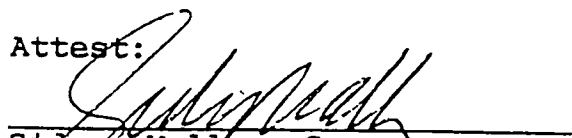
That on May 4, 1992 the attached "Articles of Merger", exhibit D, were filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has set his hand and seal, this 27th day of May, 1992.

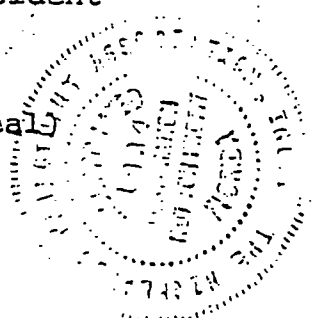
THE HIGHLANDS MANAGEMENT ASSOCIATION, INC.


David Johnson, President

Attest:


Sidney Waller, Secretary

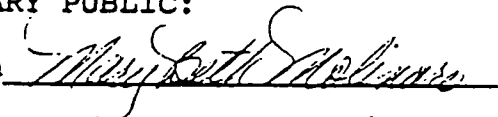
(Corp seal)



STATE OF FLORIDA
SARASOTA COUNTY

The foregoing instrument was acknowledged before me this 27th day of May, 1992, by David Johnson, as President and by Sidney Waller, as Secretary, of The Highlands Management Association, Inc., a Florida Corporation, on behalf of the Corporation. Both individuals personally appeared before me at the time of notarization, are both personally known to me and both did take an oath.

NOTARY PUBLIC:

Sign 

Print MARY BETH MOLINARO

My Commission expires:



Notary Public, State of Florida
MARY BETH MOLINARO
My Comm. Exp. Sept. 11, 1995
Comm. No CC 142802

EXHIBIT D

EXHIBIT D

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on May 4, 1992, effective June 1, 1992, for THE MEADOWS COMMUNITY ASSOCIATION, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of the surviving corporation is 735441.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
12th day of May, 1992.



Jim Smith
Secretary of State

CR2EO22 (2-91)

FILED

EFFECTIVE DATE

June 1, 1992

1992 MAY -4 AM 9:31

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to sections 617.1101 - 617.1106, Florida Statutes (1991), the undersigned corporations, The Meadows Community Association, Inc., a Florida corporation not for profit, and The Highlands Management Association, Inc., a Florida corporation not for profit, adopt the following Articles of Merger for the purpose of merging The Highlands Management Association, Inc., into The Meadows Community Association, Inc.

ARTICLE I. PLAN OF MERGER

The plan of merger of The Meadows Community Association, Inc., and The Highlands Management Association, Inc., (the "Constituent Corporations") is as follows:

(A) The Highlands Management Association, Inc., (the "Merging Corporation") shall be merged with and into The Meadows Community Association, Inc., which shall be the "Surviving Corporation".

(B) When this merger becomes effective, the separate corporate existence of The Highlands Management Association, Inc., shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights, property, and property interests of the Merging Corporation, and shall be subject to all the debts, obligations and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(C) The surviving Corporation shall carry on business with the assets of the Merging Corporation, as well as with its own assets, and shall perform all duties and obligations of The Meadows Community Association, Inc., which are set forth in those certain documents, which are described as follows:

- (1) The "Declaration of Maintenance Covenants and Restrictions on The Commons For The Meadows", recorded in Official Records Book 1113, Page 715, Public Records of Sarasota County, Florida; and
- (2) The "Master Covenants For The Highlands", which is recorded in Official Records Book 1659, Page 1540, Public Records of Sarasota County, Florida.

RECORDER'S MEMO: Legibility of writing, typing or printing for reproductive purpose may be unsatisfactory in this document when received.

Prepared by:
Neil J. Welch, Esq., 5661 Pipers Waite, Sarasota, Fl. 34235

(D) The members of The Highlands Management Association, Inc., will surrender all of their voting interests in the Merging Corporation, but will obtain and retain equivalent voting interests in the Surviving Corporation, on the date the merger is effective.

(E) The financial obligations of the members of the Merging Corporation for operational expenses of the Surviving Corporation, following the effective date of Merger, shall be calculated on the same basis and in the same manner as was the case during the existence of the Merging Corporation immediately prior to merger.

(F) The voting interests and the financial obligations of the members of the Surviving Corporation will be unchanged and unaffected by the merger.

(G) All rights, responsibilities and powers of the Developer retained and otherwise described in the Covenant documents previously described will remain completely unaffected by the merger.

(H) The Articles of Incorporation and the Bylaws of the Surviving Corporation, as amended, shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until such time as, following the effective date of the merger, these Articles of Incorporation and Bylaws should be further amended in order to fully accomplish the integration of all rights and responsibilities of members of the Merging Corporation within the framework of the Articles of Incorporation and Bylaws of the Surviving Corporation.

(I) The effective date of the merger shall be the last to occur of June 1, 1992, or the date when the Articles of Merger are filed with the Florida Secretary of State.

ARTICLE II. REPRESENTATIONS AND WARRANTIES
OF CONSTITUENT CORPORATIONS

(A) As a material inducement to the Surviving Corporation to execute these Articles and perform its obligations, the Merging Corporation represents and warrants to the Surviving Corporation as follows:

- (1) The Merging Corporation is a Florida Corporation not for profit duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its affairs as they are now being conducted.

(2) The Merging Corporation has furnished the Surviving Corporation with financial statements which fairly present the financial condition of The Highlands Management Association, Inc. Specifically, but not by way of limitation, the balance sheet discloses, in accordance with generally accepted accounting principles, all of the debts, liabilities, and obligations of any nature (whether absolute, accrued, contingent, or otherwise, and whether due or to become due) of The Highlands Management Association, Inc., at the balance sheet date, and includes appropriate reserves for all taxes and other liabilities accrued or due at that date but not yet payable.

(3) All required Federal, State, and local tax returns of The Highlands Management Association, Inc., have been duly and timely filed, and all Federal, State, and local taxes required to be paid with respect to the periods covered by the returns have been paid.

(B) As a material inducement to the Merging Corporation to execute these Articles and perform its obligations, The Meadows Community Association, Inc., represents and warrants to The Highlands Management Association, Inc., that the surviving Corporation is a Florida Corporation not for profit duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.

ARTICLE III. COVENANTS, ACTIONS AND OBLIGATIONS
PRIOR TO THE EFFECTIVE DATE:

(A) Except as limited by this Article, until the effective date of the merger, each Constituent Corporation will carry on its affairs in substantially the same manner as before and will use its best efforts to maintain its business organization intact, to retain its present employees, and to maintain its relationships with suppliers and other business contacts. Except with the prior consent in writing of the Surviving Corporation, pending consummation of the merger, the Merging Corporation will not:

- (1) Create or issue any indebtedness for borrowed money.
- (2) Enter into any transaction other than those involved in carrying on its ordinary course of business.

(B) The Plan of Merger, as approved by resolution of the Boards of Directors of both corporations must be submitted to a vote of the members of The Highlands Management Association, Inc., for approval in the manner provided by Section 617.1103, Florida Statutes. In like manner these Articles must also be submitted to a vote of the members of The Meadows Community Association, Inc. Both Boards must by written notice containing a summary of the Plan of Merger notify their members of special meetings of their membership set for April 30, 1992 for the purpose of voting on the merger plan, in accordance with their respective Articles of Incorporation and Bylaws. The proposed merger shall be adopted upon receiving at least a majority of the votes which members present at each special meeting or represented by proxy are entitled to cast.

(C) The execution of these Articles of Merger by the officers of either corporation shall constitute a certification and warranty that such vote requirement has been met as evidenced by the following recorded vote of the members of the Merging and Surviving Corporations:

- (1) Results of members vote on the Plan of Merger in The Highlands Management Association, Inc., the Merging Corporation, special meeting, April 30, 1992.
 - a) number of eligible votes represented by members present and by proxy: 265 (70% of Total Members)
 - b) number of votes approving Plan of Merger: 231
 - c) Percentage of affirmative votes: 87%
- (2) Results of members vote on the Plan of Merger in The Meadows Community Association, Inc., the Surviving Corporation special meeting, April 30, 1992.
 - a) number of eligible votes represented by members present and by proxy: 15034 (53% of Total Members)
 - b) number of votes approving Plan of Merger: 14,543
 - c) Percentage of affirmative votes: 97%

ARTICLE IV. DIRECTORS AND OFFICERS

(A) Directors: The present Directors of The Meadows Community Association, Inc., shall be and continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified. The present Directors of The Highlands Management Association, Inc., the Merging Corporation, shall on the effective date of the merger become full Directors of the Surviving Corporation where they will serve until the next annual meeting or until their successors have been elected and qualified.

(B) Officers: As soon as reasonably possible following the effective date of the merger the Directors of the Surviving Corporation, now joined by the Directors of the Merging Corporation shall meet at an official Directors meeting and elect or appoint from their combined membership or otherwise the officers who shall represent the Surviving Corporation until the next annual meeting.

ARTICLE V. ARTICLES OF INCORPORATION
 AND BYLAWS

The Articles of Incorporation and the Bylaws of The Meadows Community Association, Inc., as existing on the effective date of the merger, shall continue in full force as the Articles and Bylaws of the Surviving Corporation until The Directors of the Surviving Corporation can act, on the occasion of their first meeting subsequent to the effective date of merger, to approve the new Amended and Restated Articles of Incorporation and Bylaws for the Surviving Corporation which have been mutually agreed to by the Directors of both corporations and are the result of the Plan of Merger.

ARTICLE VI. TERMINATION.

This merger may be abandoned at any time prior to filing these Articles of Merger with the Secretary of State, notwithstanding the fact that the merger may have received approval of the members of either one of the Constituent Corporations, if the abandonment is:

- (A) By mutual consent of the Board of Directors of both corporations.
- (B) At the election of the Board of Directors of either Corporation if:
 - (1) the number of members of either corporation, or of both, dissenting from the merger is so large as to make the merger, in the opinion of either Board of Directors, inadvisable or undesirable;
 - (2) Any material lawsuit is instituted or threatened against either corporation, or any of its assets, that, in the opinion of either Board of Directors, renders the merger inadvisable or undesirable;
 - (3) Any legislation is enacted that, in the opinion of either Board of Directors, renders the merger inadvisable or undesirable; or
 - (4) There shall have been, in the opinion of either Board of Directors, any materially adverse change in the business or condition, financial or otherwise, of either corporation which renders the merger inadvisable or undesirable.

ARTICLE VII. INTERPRETATION AND ENFORCEMENT

(A) If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Articles of Merger then the provisions of the two Covenant documents, previously referred to herein, shall prevail over the provisions of these Articles of Merger, unless the context requires otherwise.

(B) The Highlands Management Association, Inc., agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments, and take or cause to be taken any further or other actions, as the Surviving Corporation may reasonably deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation, title to and possession of all the property, rights, privileges, powers and franchises referred to in Article I.

(C) These Articles, and the Plan of Merger set forth herein, contain the entire agreement between the Constituent Corporations with respect to the contemplated transaction. These Articles may be executed in counterparts, all of which taken together shall be deemed one original.

* * * * *

IN WITNESS WHEREOF, the Plan of Merger having been duly considered and approved unanimously by the Board of Directors and submitted to a vote by the members, according to the provisions of Section 617.1103 of Florida Statutes (1991), on the 30th day of April, 1992, which special meeting was duly called and noticed by written communication to all members entitled to vote and at which special meeting the duly proposed Plan of Merger was adopted upon receiving more than a majority of the votes which members present, either in person or represented by proxy, did cast affirmatively to effect the merger of The Highlands Management Association, Inc., into The Meadows Community Association, Inc. and further this favorable majority vote of the members is sufficient to approve the merger in all respects thereof; and therefore these Articles of Merger, the embodiment of said Plan of Merger, are hereby executed upon the conclusion of the aforesaid approving majority vote of the members.

THE HIGHLANDS MANAGEMENT ASSOCIATION, INC.

By: *David Johnson*
David Johnson, President

Attested: *Sidney Waller*
Sidney Waller, Secretary

Corp.
seal

STATE OF FLORIDA:
SARASOTA COUNTY

The foregoing instrument was acknowledged before me this 30th day of April, 1992 by David Johnson, as President, and by Sidney Waller as Secretary, of The Highlands Management Association, Inc., a Florida Corporation, on behalf of the Corporation. They personally appeared before me at the time of notarization, and are personally known to me and did take an oath.

NOTARY PUBLIC:
Sign *Mary Beth Molinaro*
Print MARY BETH MOLINARO
My Commission Expires:



Notary Public, State of Florida
MARY BETH MOLINARO
My Comm. Exp. Sept. 12, 1995
Comm. No LC 142802

IN WITNESS WHEREOF, the Plan of Merger having been duly considered and approved unanimously by the Board of Directors and submitted to a vote by the members, according to the provisions of Section 617.1103 of Florida Statutes (1991), on the 30th day of April, 1992, which special meeting was duly called and noticed by written communication to all members entitled to vote and at which special meeting the duly proposed Plan of Merger was adopted upon receiving more than a majority of the votes which members present, either in person or represented by proxy, did cast affirmatively to effect the merger of The Highlands Management Association, Inc., into The Meadows Community Association, Inc., and further this favorable majority vote of the members is sufficient to approve the merger in all respects thereof; and therefore these Articles of Merger, the embodiment of said Plan of Merger, are hereby executed upon the conclusion of the aforesaid approving majority vote of the members.

THE MEADOWS COMMUNITY ASSOCIATION, INC.

By: Edward Carey
Edward Carey, President

Attested:

Janice DeGrineau
Janice DeGrineau, Secretary

Corp. Seal

STATE OF FLORIDA
SARASOTA COUNTY

RECORDED IN OFFICIAL
RECORDS
JUN 15 1 28 PM '92
KAREN E. ROSS
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL

The foregoing instrument was acknowledged before me this 30th day of April, 1992, by Edward Carey, as President, and by Janice DeGrineau, as Secretary, of The Meadows Community Association, Inc., a Florida Corporation, on behalf of the Corporation. They personally appeared before me at the time of notarization, and are personally known to me and did take an oath.

NOTARY PUBLIC:

Sign: Mary Beth Molinaro

Print: MARY BETH MOLINARO

My Commission Expires:



Notary Public, State of Florida
MARY BETH MOLINARO
My Comm. Exp. Sept. 11, 1995
Comm. No CC 142802