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OFFICIAL RECORDS  
BOOK 2407  
PAGE 1506

AMENDMENT TO  
DECLARATION OF MAINTENANCE COVENANTS  
AND  
RESTRICTIONS ON THE COMMONS  
FOR  
THE MEADOWS

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 "Declaration of Maintenance Covenants and Restrictions on The Commons for the Meadows" (the "Declaration"), together with Exhibits thereto, in the Public Records of Sarasota County in Official Records Book 1113, Pages 715-759, inclusive; and

WHEREAS, the Declaration was amended by instruments recorded in Official Records Books of the Public Records of Sarasota County, as follows: Book 1137, Pages 1968; Book 1326, Page 882; Book 1428, Page 552; Book 1693, Page 2127; Book 1693, Page 2130; Book 1910, Page 416; Book 2007, Page 2152; and Book 2183, Page 571; and

WHEREAS, the Declaration reserves unto Developer the right to amend the Declaration, provided all such amendments conform to the general purposes and standards set forth in the Declaration; and

WHEREAS, the Declaration further provides a reserved right of the Developer to assign and delegate certain of its rights to The Meadows Community Association, Inc. a not for profit Florida Corporation which the Developer established under the terms of the Declaration as a master property owners association for the purpose of operating, maintaining and improving the common areas of the community according to the terms of the Declaration and which entity has responsibilities under the Declaration for enforcement of its Covenants and Restrictions; and

WHEREAS, the Developer has delegated onto The Meadows Community Association, Inc., pursuant to the Declaration, the right of the corporation to merge with The Highlands Management Association, Inc., another not for profit Florida Corporation organized by the Developer as a master property owners association for the Developer's "Highlands" community, which is located in Sarasota County, immediately adjacent to the property subject to the Declaration; and

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

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 Meadows and Highlands 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., (the merging corporation) and The Meadows Community Association, Inc., (the surviving corporation) did each unanimously resolve upon a "Plan of Merger", which plan provided for the stipulated 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 this pursuant to the provisions of Section 716.1101-617.1106, Florida Statutes, (1991); and

WHEREAS, by a vote of the members of both corporations at their respective special meetings on April 30, 1992, the required majority of members approved the merger according to the "Plan of Merger" which provided that on June 1, 1992, The Highlands Management Association, Inc., would cease its independent existence and that henceforth The Meadows Community Association, Inc., would carry out all duties and responsibilities of the master property owners association which are required by the terms of that certain document, "The Master Covenants For The Highlands", which the Developer caused to be recorded in Official Records Book 1659, Pages 1539-1578, inclusive, of the Public Records of Sarasota County; and

WHEREAS, the terms of the merger, following approval by the members of both corporations, were incorporated in an instrument entitled "Articles of Merger", and which document was approved and filed by the Secretary of State of Florida on May 4, 1992; and

WHEREAS, the terms of the merger have necessitated an amendment of both the Articles of Incorporation and Bylaws of The Meadows Community Association, Inc., and in consequence thereof, the Board of Directors of The Meadows Community Association, Inc., on June 3, 1992 did resolve and otherwise approve certain "Amended and Restated Articles of Incorporation" and "Amended and Restated Bylaws" and as the Amended and Restated Articles of Incorporation have been approved and filed by the Secretary of State of Florida;

NOW, THEREFORE, pursuant to the rights reserved unto Developer, which rights have been delegated in this instance to The Meadows Community Association, Inc., the Declaration is hereby modified and amended as follows:

1. The "Articles of Merger", an instrument which incorporates the terms of the merger which results in The Meadows Community Association, Inc., completely adopting and hereinafter being responsible for enforcing the terms of that certain document known as "The Master Covenants For The Highlands" and by which document the former members of The Highlands Management Association, Inc., become members of The Meadows Community Association, Inc. with all their former rights and duties of membership intact, is herewith set forth as exhibit one, and it is designated " Exhibit D", to the Declaration.

2. The Articles of Incorporation, of The Meadows Community Association, Inc., which are set forth in Exhibit B of the Declaration are amended and restated in their entirety by the "Amended and Restated Articles of Incorporation of The Meadows Community Association, Inc.", set forth hereinafter as an Exhibit two to this instrument.

3. The Bylaws of The Meadows Community Association, Inc., which are set forth as Exhibit C to the Declaration, are hereby amended in their entirety by the "Amended and Restated Bylaws of The Meadows Community Association, Inc.", which are set forth as exhibit three to this instrument.

\* \* \* \* \*

**CERTIFICATE OF AMENDMENT  
TO  
DECLARATION OF MAINTENANCE COVENANTS AND  
RESTRICTIONS ON THE COMMONS FOR  
THE MEADOWS**

The undersigned, as President of The Meadows Community 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 vote of the members of the Corporation, the "Plan of Merger" as incorporated in the instrument entitled "Articles of Merger" was approved pursuant to the requirements of Sections 617.1101-617.1106, Florida Statutes (1991), said Articles of merger having been subsequently submitted to the Florida Secretary of State who approved and filed that instrument on May 4, 1992.

That by action of the Board of Directors of The Meadows Community Association, Inc., on June 3, 1992, the "Amended and Restated Articles of Incorporation and Bylaws" of the corporation were approved by the Directors, with the Amended and Restated Articles being submitted to the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has set his or her hand and seal, this 3rd day of June, 1992.

THE MEADOWS COMMUNITY ASSOCIATION, INC.

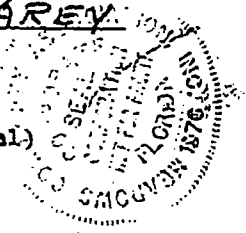
(S) Edward R. Carey

(P) EDWARD R. CAREY  
President

Attest:  
(S) Janice De Grineau

(P) JANICE DE GRINEAU  
Secretary

(Corp. seal)



STATE OF FLORIDA  
SARASOTA COUNTY

The foregoing instrument was acknowledged before me this 3rd day of June, 1992, by Edward R. Carey, as President, and by Janice De Grineau, as Secretary of The Meadows Community Association, Inc., a Florida Corporation, on behalf of the Corporation. These individuals personally appeared before me at the time of notarization, and are personally known to me and the individuals did take an oath.

NOTARY PUBLIC:

(S) Mary Beth Molinaro

(P) 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* **State of Florida** *Exhibit D*



**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.



CR2EO22 (2-91)

**Jim Smith**  
Secretary of State

EFFECTIVE DATE

June 1, 1992

FILED

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.

RECORDING'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 Molloy*

Print MARY BETH MOLLOY

My Commission Expires:



Notary Public, State of Florida  
MARY BETH MOLLOY  
My Comm. Exp. Sept. 11, 1996  
Comm. No. C 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

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, 1996  
Comm. No CC 142882