

To be included as Exhibit "J" to the Declaration of Condominium

ARTICLES OF MERGER

OF

MIDDLEBROOK PINES PROPERTY OWNERS ASSOCIATION, INC.,

AND

MIDDLEBROOK PINES CONDOMINIUM ASSOCIATION, INC.,

By these Articles of Merger, Middlebrook Pines Property Owner's Association, Inc., a Florida corporation not for profit, merges all of its rights and obligations into Middlebrook Pines Condominium Association, Inc., a Florida corporation not for profit ("the surviving corporation").

ARTICLE I

PLAN OF MERGER

- a. Names. The names of the merging corporations are Middlebrook Pines Property Owner's Association, Inc. and Middlebrook Pines Condominium Association, Inc. The surviving corporation is Middlebrook Pines Condominium Association, Inc.
- b. Terms. The surviving corporation hereby assumes all rights, duties, debts, assets and liabilities of Middlebrook Pines Property Owner's Association, Inc. As all members of the Middlebrook Pines Property Owner's Association, Inc. are also members of the surviving corporation, each member's share of the assets and liabilities and each member's voting rights and all other rights and duties with respect to the surviving corporation shall remain unchanged.
- c. Purpose. The purpose of this merger is to facilitate the orderly, convenient and economical operation of Middlebrook Pines Condominium by merging all rights, responsibilities, assets and liabilities with respect to the Condominium into one corporation.
- d. Changes to Articles of Incorporation. The changes to the Articles of Incorporation of the surviving corporation effected by this merger are attached hereto as Exhibit "A".

ARTICLES II

ADOPTION OF PLAN

The members of Middlebrook Pines Property Owner's Association, Inc. and Middlebrook Pines Condominium Association, Inc. met to consider the Plan of Merger provided herein on May 9, 1989. A quorum was present at such meeting and the Plan of Merger was adopted by receiving more than two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast.

THESE ARTICLES OF MERGER were executed by Middlebrook Pines Property Owner's Association, Inc. and Middlebrook Pines Condominium Association, Inc. on the 18th day of May, 1989.

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Middlebrook Pines Property
Owner's Association, Inc.

Attest: Louise B. Manning
Secretary

By: James E. Jones
President

By: Louise B. Manning
Secretary

Middlebrook Pines Condominium
Association, Inc.

Attest: Louise B. Manning
Secretary

By: James E. Jones
President

By: Louise B. Manning
Secretary

State of Florida
County of Orange

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, personally appeared James E. Jones and Louise B. Manning as President and Secretary of Middlebrook Pines Property Owner's Association, Inc. and they acknowledged that they executed the foregoing Articles of Merger.

WITNESS, my hand and seal, this 14th day of July, 1989.

[Signature]
Notary Public
State of Florida

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 19, 1989

State of Florida
County of Orange

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, personally appeared James E. Jones and Louise B. Manning as President and Secretary of Middlebrook Pines Condominium Association, Inc. and they acknowledged that they executed the foregoing Articles of Merger.

WITNESS, my hand and seal, this 14th day of July, 1989.

[Signature]
Notary Public
State of Florida

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 19, 1989

A. Condominium Association Articles of Incorporation.Article II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", to operate that certain Condominium, bearing the same name as the Association, (hereinafter referred to as the "Condominium") as Middlebrook Pines Condominium, Orlando, Florida. and--to--be--a--member--of--the MIDDLEBROOK--PINES--PROPERTY--OWNERS--ASSOCIATION;--INC-- Upon recordation of these Articles of Incorporation this corporation shall automatically become a member of the Property Owners Association.

Article VI.

The principal office of the Association shall be located on the Condominium Property, at 5255 Cypress Court Orlando, Orange County, Florida, 32811, and the registered office of the Association shall be located at 5233 Pennock Point, Jupiter, Florida such address, and the registered agent at such address shall be Norman B. Burg, Jr. designated by the Board of Directors.

Article VII.

...

At such time as the members are entitled to elect all directors as set forth in 718.301 Fla. Stat., and subject to the provisions of the Bylaws, the Board of Directors shall consist of three not less than three nor more than nine directors.

....

Article XI.

Notwithstanding the foregoing provisions of this Article, no amendments to these Articles of Incorporation may be adopted to become effective without the prior written consent of Developer. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium or which causes the Association or its members to violate any of the same.

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ARTICLE III

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declaration of Condominium and Exhibits attached hereto.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association except as limited herein, as specified in the Declaration of Condominium and 718.111, Fla. Stat., including, but not limited to:

(a) To make and establish Rules and Regulations governing the use of the Condominium Property.

(b) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as provided for in the Declaration of Condominium and Exhibits attached therefor.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.

(d) To contract for the management of the Condominium and to delegate in such contract all or any part of the powers and duties of the Association.

(e) To enforce the provisions of said Declaration of Condominium and Exhibit attached thereto and the Rules and Regulations governing the use of said Condominium.

(f) To grant permits, licenses and easements over the common areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium Property.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association.

(h) To acquire title to real and personal property, to mortgage, pledge, hypothecate and otherwise encumber the same and to otherwise hold and utilize property for the use and benefit of the members of the Association.

(i) To do and perform all other lawful acts.

The provisions of the Declaration of Condominium and Exhibits attached hereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors and members shall be deemed provisions hereof.

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RECORDED & RECORD VERIFIED

Matthe D. Haynes
County Commissioner, Orange Co., FL

**ARTICLES OF AMENDMENT FOR
MIDDLEBROOK PINES PROPERTY OWNERS ASSOCIATION, INC.**

These Articles amend Exhibit "C" to The Declaration of Condominium for Middlebrook Pines Condominium recorded in O.R. Book 3430, Page 899, Public Records of Orange County, Florida.

These Articles of Amendment are prepared and executed for and on behalf of Middlebrook Pines Property Owners Association, Inc., ("the Corporation").

On May 9, 1989, the Board of Directors and the members of the Corporation duly approved and adopted the Amendments attached hereto as Exhibit "A".

These Articles of Amendment were executed on the 13th day of May, 1989.

MIDDLEBROOK PINES PROPERTY OWNERS
ASSOCIATION, INC.

Attest:

Leslie B. Denning
Secretary

Rec Fee \$	<u>9.00</u>	MARTHA O. HAYNIE,
Add Fee \$	<u>1.50</u>	Orange County
Doc Tax \$	<u>---</u>	Comptroller
Imp Tax \$	<u>---</u>	By <u>ADH</u>
Total \$	<u>10.50</u>	Deputy Clerk

James E. Jones
President

Leslie B. Denning
Secretary

STATE OF FLORIDA
COUNTY OF _____

Before me personally appeared officers of the Association known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 13th day of May, 1989.

[Signature]
Notary Public
State of Florida

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 19, 1992

3259533 ORANGE CO. FL.
03:09:20PM 05/23/89

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OR4140PG2226

Exhibit "A" to Articles of Merger

Return to: Garfinkel & Palmer
201 Park Place
Altamonte Springs, Florida 32701

E. Articles of Incorporation of Property Owner's Association.ARTICLE XI

~~In the event of dissolution or final liquidation of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to Middlebrook Pines unless made in accordance with the provisions of such covenants and deeds.~~

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall automatically pass and be transferred and conveyed to Middlebrook Pines Condominium Association, Inc.

The Association may be dissolved in any manner provided for under Chapters 607 and 617, Florida Statutes or any other manner provided by law.

OR 4082 PG 4496

OR 4140 PG 2227

RECORDED & RECORD VERIFIED*Martha O'Haynie*
County Comptroller, Orange Co., Fla.

Exhibit "A" to Articles of Merger

To be added as Exhibit "K" to the Declaration of Condominium

QUIT-CLAIM DEED
FROM CORPORATION

RAMCO FORM 42

This Quit-Claim Deed, Executed this 1st day of July, A.D. 1989, by
Middlebrook Pines Property Owners Association, Inc.
a corporation existing under the laws of Florida, and having its principal place of
business at 5255 Cypress Court, Orlando, Florida
first party, to Middlebrook Pines Condominium Association, Inc.
whose postoffice address is 5255 Cypress Court, Orlando, Florida
second party:

(Wherever used herein the terms "first party" and "second party" shall include singular and plural, heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, wherever the context so admits or requires.)

Witnesseth, That the said first party, for and in consideration of the sum of \$ 10.00
in hand paid by the said second party, the receipt whereof is hereby acknowledged, does hereby remise, re-
lease and quit-claim unto the said second party forever, all the right, title, interest, claim and demand which
the said first party has in and to the following described lot, piece or parcel of land, situate, lying and being
in the County of Orange State of Florida, to wit:

See Exhibit "A" attached hereto

OR 4140 PG 2228

To Have and to Hold the same together with all and singular the appurtenances thereunto
belonging or in anywise appertaining, and all the estate, right, title, interest, lien, equity and claim what-
soever of the said first party, either in law or equity, to the only proper use, benefit and behoof of the said
second party forever.

In Witness Whereof the said first party has caused these pres-
ents to be executed in its name, and its corporate seal to be hereunto affixed,
by its proper officers thereunto duly authorized, the day and year first above
written.

(CORPORATE SEAL)

ATTEST

Secretary

Signed, sealed and delivered in the presence of:

MIDDLEBROOK PINES PROPERTY
OWNERS ASSOCIATION, INC.

By

JAMES E. JONES

President

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments,
personally appeared James E. Jones

well known to me to be the President and Board Member respectively of the corporation named as first party
in the foregoing deed, and that they severally acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily
under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

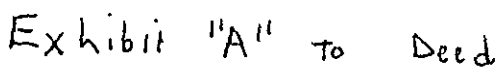
WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of December, A.D. 1989

This Instrument prepared by: James R. Falmer

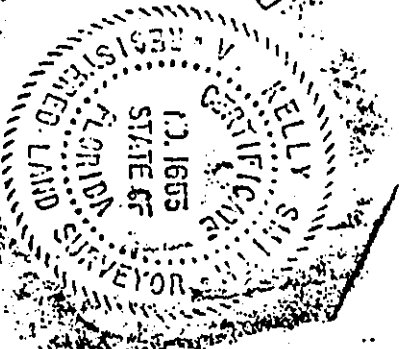
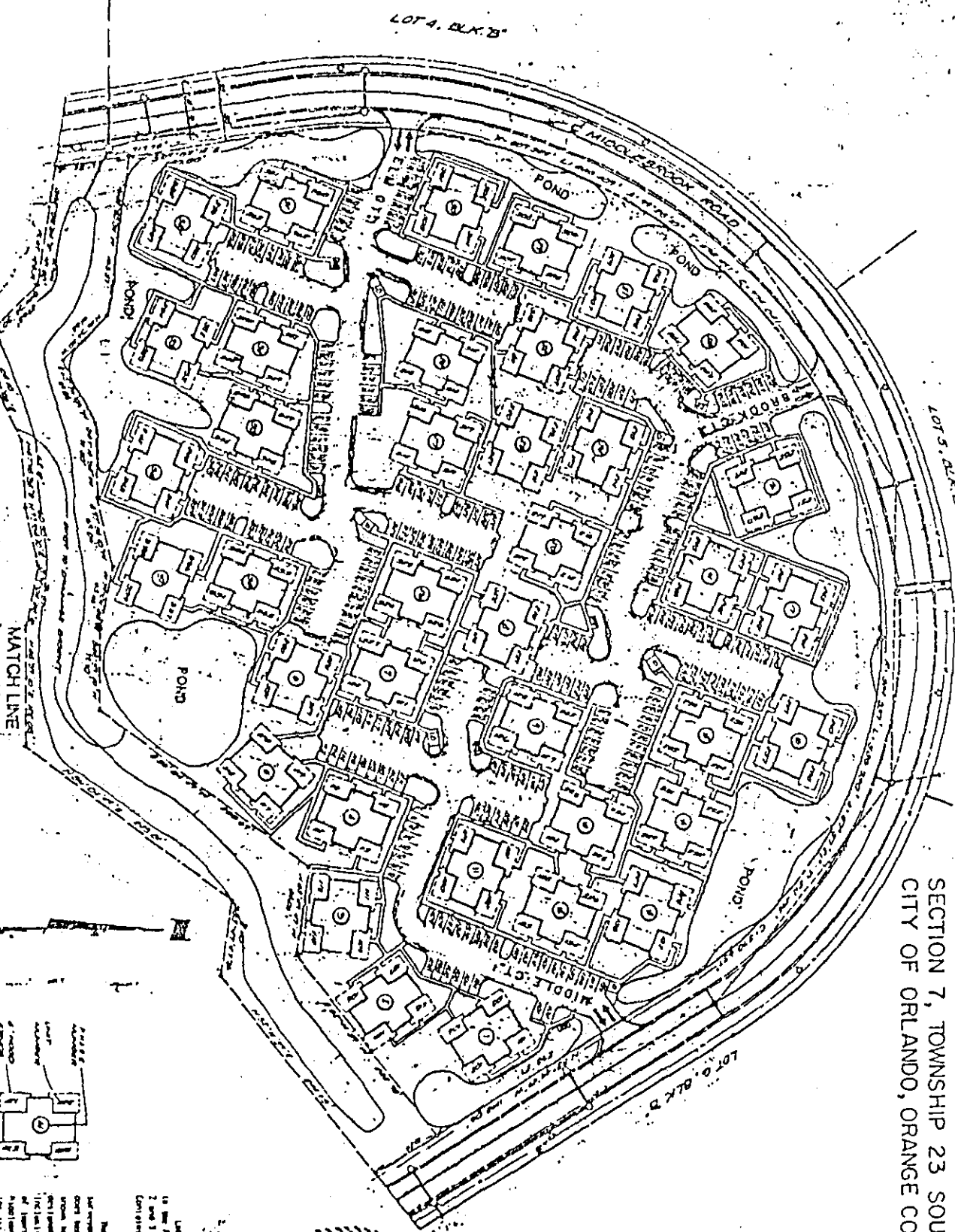
Address 201 Park Place, Altamonte Springs, Florida 32701

Notary Public, State of Florida at Large
My Commission Expires Nov. 2, 1993

OR 4 1 4 0 PG 2 2 2 9



MIDDLEBROOK PINES, A CONDOMINIUM
SECTION 7, TOWNSHIP 23 SOUTH, RANGE 30 EAST
CITY OF ORLANDO, ORANGE COUNTY, FLORIDA



RESERVATION
Lot 1, Block 1, Middlebrook Pines, a condominium
is the first shown in the plan book 5, pages
2 and 3 of the public records of Orange County, Florida.
Containing therein 20.28 acres, more or less.

CERTIFICATE OF COMPLETION
The undersigned being a licensed and registered
surveyor, authorized in practice in the State of Florida,
do hereby certify that a survey was made on the lots
shown herein and that it is correct and that this plan
represents the same. It is a true and correct plan of the
development as shown on the plan book 5, pages 2 and 3
of the public records of Orange County, Florida.
In testimony whereof, I have hereunto set my hand and
the seal of my office, at Orlando, Florida, this 1st day
of January, 1971.

J. D. 1665
JANUARY 1971
J. D. 1665
JANUARY 1971

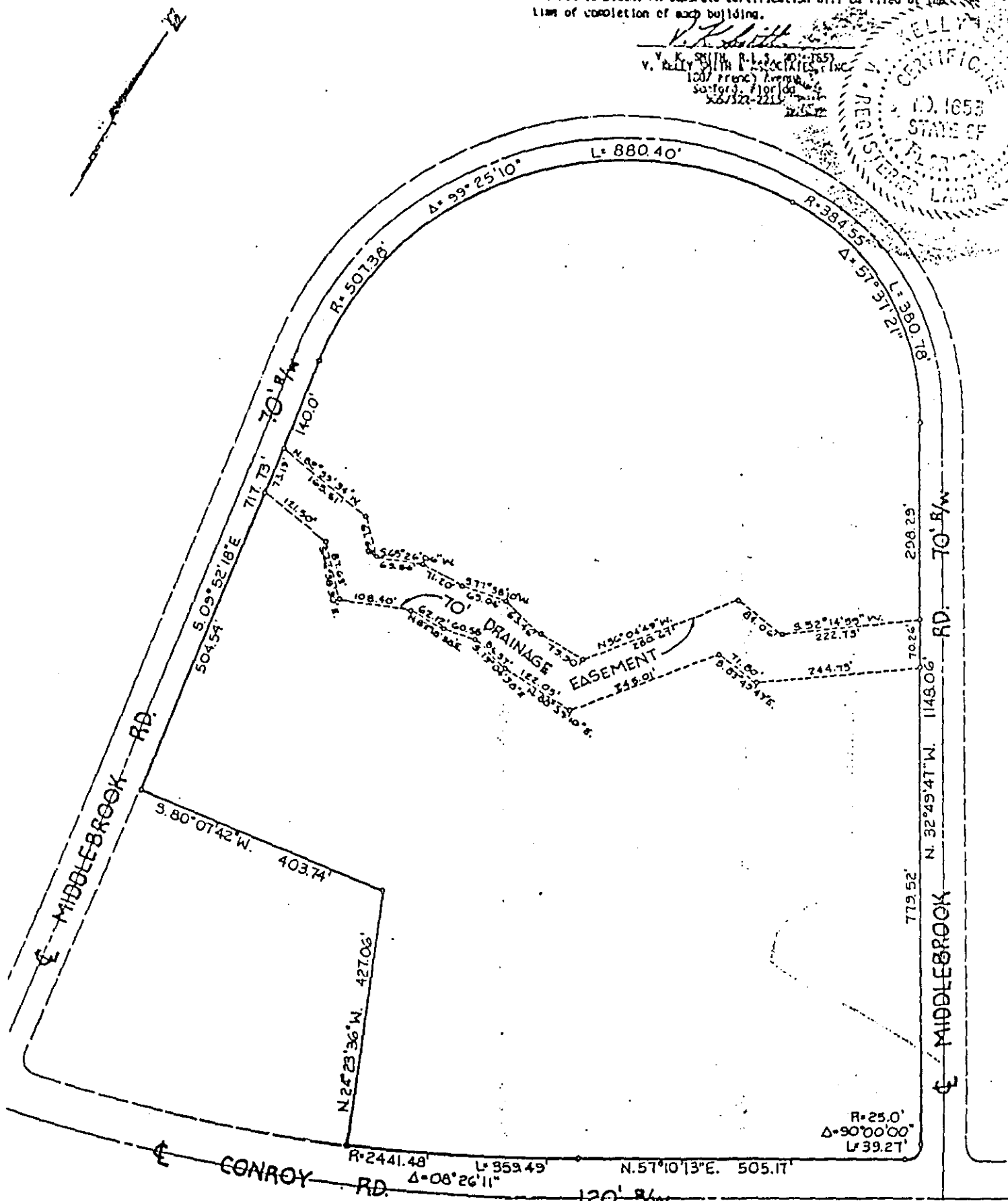
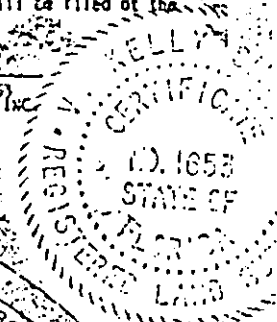
MIDDLEBROOK PINES, A CONDOMINIUM
SECTION 7, TOWNSHIP 23 SOUTH, RANGE 30 EAST
CITY OF ORLANDO, ORANGE COUNTY, FLORIDA

DESCRIPTION
Lot 2, Block A, FLORIDA CENTER UNIT 6, according to the Plat thereof as recorded in Plat Book 5, Pages 2 and 3 of the Public Records of Orange County, Florida. Containing therein 32.20 acres, more or less.

CERTIFICATE OF SURVEYOR

The undersigned being a licensed and registered surveyor, authorized to practice in the State of Florida, does hereby certify that a survey was made of the lands shown hereon, and further to certify that this plat plan designated as Exhibit A consisting of Sheets 1 thru 3, inclusive, is a true and correct graphic description of improvements contained in Declaration of Condominium, Middlebrook Pines, as required by Florida Statutes 718-104 (4) (E) at the time of recording the buildings shown on this exhibit are not complete. A separate certification will be filed at the time of completion of each building.

V. K. Kelly
V. Kelly & Associates, Inc.
1007 French Avenue
Sarasota, Florida
941/522-2215



RECORDED & RECORD VERIFIED

Martha O'Haynes
County Comptroller, Orange Co., FL

Exhibit "A" to Deed

OR 4140 PG 2231