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MERGER OR SHARE EXCHANGE

Turtle Bay III at Bridgewater Bay Condominium Associ

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ARTICLES OF MERGER

of

TURTLE BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.
TURTLE BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.
COCONUT BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.
COCONUT BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.

Florida, Not-For-Profit Corporations,

into/with

TURTLE BAY III AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between TURTLE BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; TURTLE BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; COCONUT BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; and COCONUT BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; Florida Not-for-Profit corporations ("Merging Corporations") and TURTLE BAY III AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; a Florida Not-for-Profit corporation ("Surviving Corporation").

Pursuant to Section 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act"), TURTLE BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; TURTLE BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; TURTLE BAY III AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; COCONUT BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.; and COCONUT BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC. adopt the following Articles of Merger:

1. The Plan of Merger attached hereto as Exhibit "A" ("Plan of Merger") was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

Turtle Bay I at Bridgewater Bay Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of Merger was Approved:	February 21, 2007
Number of Votes In Favor of Plan of Merger	9
Number of Votes In Opposition to Plan of Merger	1

Turtle Bay II at Bridgewater Bay Condominium Association, Inc.(Merging Corporation)

Date of Meeting at Which Plan of Merger was Approved:	February 21, 2007
Number of Votes In Favor of Plan of Merger	15
Number of Votes In Opposition to Plan of Merger	0

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Coconut Bay I at Bridgewater Bay Condominium Association, Inc.(Merging Corporation)

Date of Meeting at Which Plan of Merger was Approved:	February 21, 2007
Number of Votes In Favor of Plan of Merger	26
Number of Votes In Opposition to Plan of Merger	2

Coconut Bay II at Bridgewater Bay Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of Merger was Approved:	February 21, 2007
Number of Votes In Favor of Plan of Merger	26
Number of Votes In Opposition to Plan of Merger	0

Turtle Bay III at Bridgewater Bay Condominium Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of Merger was Approved:	February 21, 2007
Number of Votes In Favor of Plan of Merger	17
Number of Votes In Opposition to Plan of Merger	0

2. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein, including the amendments to the Articles of Incorporation of the Surviving Corporation.

3. Pursuant to Section 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this _____ day of _____, 2007

TURTLE BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.
(SEAL)

By: _____
Print Name: TED ERSTEIN
Its: President

TURTLE BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.
(SEAL)

By: _____
Print Name: JAMES A PARKER
Its: President

COCONUT BAY I AT BRIDGEWATER BAY
CONDOMINIUM ASSOCIATION, INC.
(SEAL)

By: _____
Print Name: Richard F. Slama
Its: President

COCONUT BAY II AT BRIDGEWATER BAY
CONDOMINIUM ASSOCIATION, INC.
(SEAL)

By: _____
Print Name: Richard D. Mitschele
Its: President

TURTLE BAY III AT BRIDGEWATER BAY
CONDOMINIUM ASSOCIATION, INC.
(SEAL)

By: _____
Print Name: Carole C. Diaz
Its: President

PLAN OF MERGER OF TURTLE BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC., TURTLE BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC., COCONUT BAY I AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC., AND COCONUT BAY II AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC., WITH TURTLE BAY III AT BRIDGEWATER BAY CONDOMINIUM ASSOCIATION, INC.

Merger between Turtle Bay III at Bridgewater Bay Condominium Association, Inc. which shall be known as the "Surviving Corp." and Turtle Bay I at Bridgewater Bay Condominium Association, Inc., Turtle Bay II at Bridgewater Bay Condominium Association, Inc., Coconut Bay I at Bridgewater Bay Condominium Association, Inc., and Coconut Bay II at Bridgewater Bay Condominium Association, Inc., which shall be known as the "Merging Corps." (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act"). Pursuant to this Plan of Merger and the amendments to the Merging Corps. governing documents, the Surviving Corp. shall be Turtle Bay III at Bridgewater Bay Condominium Association, Inc.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corps. shall cease, and Surviving Corp. shall be fully vested in Merging Corps.' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Merging Corps., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corp. and Merging Corps. for this Plan of Merger, Merging Corps. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

5. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

Exhibit "A"