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SECRETARY OF STATE  
TALLAHASSEE, FL

MAR 30 2021  
D CUSHING

**LARSEN TRIAL LAW**

2390 North Tamiami Trail

Suite 202

Naples, Florida 34103

(239) 643-0100

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Admitted: FL, NY, NJ  
JD, MBA, LL.M.

Florida Supreme Court  
Certified Circuit Civil Mediator

Florida Board Certified in  
Business Litigation

*Feb Ex*  
Via U.S. Mail  
September 14, 2020

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Non-Profit Corporation Merger**  
**The United Way of Collier County, Inc. (surviving corporation)**

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger and Plan of Merger. Also enclosed is a check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return all correspondence concerning this matter to my office. If you have any questions or concerns, I can be reached at 239-643-0100.

I appreciate your time and assistance.

Very truly yours,

*/s/ Edward L. Larsen*

Edward L. Larsen, Esq.  
ELL/nng  
encl.

**FILED**  
**2021 MAR 30 PM 2:41**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FL**

## LARSEN TRIAL LAW

2390 North Tamiami Trail  
Suite 202  
Naples, Florida 34103  
(239) 643-0100  
www.EdwardLarsenEsq.com  
Ed@EdwardLarsenEsq.com

Admitted: FL, NY, NJ  
JD, MBA, LL.M

Florida Supreme Court  
Certified Circuit Civil Mediator

Florida Board Certified in  
Business Litigation

Via U.S. Mail  
January 6, 2021

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Non-Profit Corporation Merger**  
**The United Way of Collier County, Inc. (surviving corporation)**

*NAME  
changed  
4.17.20*

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger and Plan of Merger. Also enclosed is a check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return all correspondence concerning this matter to my office. If you have any questions or concerns, I can be reached at 239-643-0100.

I appreciate your time and assistance.

Very truly yours,

*/s/ Edward L. Larsen*

Edward L. Larsen, Esq.  
ELL/nng  
encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 20, 2020

THE UNITED WAY OF COLLIER  
ATTN: REBECCA ZEHR  
P.O. BOX 2143  
KEY WEST, FL 33045

SUBJECT: THE UNITED WAY OF COLLIER AND THE KEYS, INC.  
Ref. Number: 704669

We have received your document for THE UNITED WAY OF COLLIER AND THE KEYS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Merger or the Plan of Merger can not be entitled Exhibits.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 020A00021146



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 24, 2021

THE UNITED WAY OF COLLIER  
ATTN: REBECCA ZEHR  
P.O. BOX 2143  
KEY WEST, FL 33045

SUBJECT: THE UNITED WAY OF COLLIER AND THE KEYS, INC.  
Ref. Number: 704669

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 521A00004125

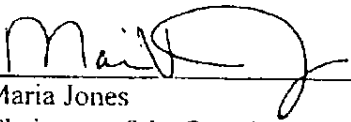
FILED  
2021 MAR 30 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF MERGER**  
*merging*  
**UNITED WAY OF THE FLORIDA KEYS, INC.**  
*into*  
**THE UNITED WAY OF COLLIER AND THE KEYS, INC.**  
*as the Surviving Corporation*

- First:** The name and jurisdiction of the surviving corporation is **THE UNITED WAY OF COLLIER AND THE KEYS, INC.**, a Florida not for profit corporation.
- Second:** The name and jurisdiction of the merging corporation is **UNITED WAY OF THE FLORIDA KEYS, INC.**, a Florida not for profit corporation.
- Third:** The Plan of Merger is attached.
- Fourth:** The merger shall become effective on the date Articles of Merger and Plan of Merger are filed with the Florida Department of State.
- Fifth:** The Articles of Merger and Plan of Merger were adopted by the Directors of **THE UNITED WAY OF COLLIER AND THE KEYS, INC.**, f/k/a **THE UNITED WAY OF COLLIER COUNTY, INC.**, on January 21, 2020. The number of votes cast for the Plan of Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 18 FOR, 0 AGAINST.
- Sixth:** The Articles of Merger and Plan of Merger were adopted by the Directors of **UNITED WAY OF THE FLORIDA KEYS, INC.**, on January 15, 2020. The number of votes cast for the Plan of Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 11 FOR, 0 AGAINST.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**UNITED WAY OF THE FLORIDA KEYS, INC.**      **THE UNITED WAY OF COLLIER AND THE KEYS, INC.**

By:   
Maria Jones  
Chairman of the Board

By:   
Debbie Mathews Finch  
Chairman of the Board

**PLAN OF MERGER**  
*merging*  
**UNITED WAY OF THE FLORIDA KEYS, INC.**  
*into*  
**THE UNITED WAY OF COLLIER AND THE KEYS, INC.**  
*as the Surviving Corporation*

The following Plan of Merger is submitted in compliance with the requirements of section 617.1101, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is THE UNITED WAY OF COLLIER AND THE KEYS, INC., a Florida not for profit corporation.

2. The name and jurisdiction of the merging corporation is UNITED WAY OF THE FLORIDA KEYS, INC., a Florida not for profit corporation.

3. The terms and conditions of the merger are as follows:

Effective upon the filing of the Articles of Merger with the Secretary of the State of Florida, the UNITED WAY OF THE FLORIDA KEYS, INC., will be merged into THE UNITED WAY OF COLLIER AND THE KEYS, INC., as provided by law, the separate corporate existence of UNITED WAY OF THE FLORIDA KEYS, INC. shall cease, and THE UNITED WAY OF COLLIER AND THE KEYS, INC. shall be the surviving corporation. As provided by law, when the merger becomes effective:

(a) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;

(b) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;

(c) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;

(d) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger; and


(e) Members of each corporation which is a party to the merger, other than the surviving corporation, are entitled only to the rights, if any, provided in the Articles of Merger.

4. No changes to the Articles of Incorporation of the surviving corporation will be affected by the merger.

5. The Articles of Merger shall be filed with the Florida Department of State. Prior to the filing of Articles of Merger, the Board of Directors of any of the constituent corporations, parties to the merger, may, in its discretion, abandon the planned merger, subject to the rights of third parties under any contracts relating to the planned merger, without any further action or approval by its members.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed.

UNITED WAY OF THE FLORIDA KEYS, INC.      THE UNITED WAY OF COLLIER AND THE KEYS, INC.

By:   
Maria Jones  
Chairman of the Board

By:   
Debbie Mathews Finch  
Chairman of the Board