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MERGER OR SHARE EXCHANGE

United Cerebral Palsy of Northwest Florida, Inc.

Certificate of Status	0
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ARTICLES OF MERGER

Pursuant to the provisions of Section 617.1105, *Florida Statutes (2009)*, these Articles of Merger are entered into and adopted by and between **DEAF AND HARD OF HEARING SERVICES OF NORTHWEST FLORIDA, INC.**, a Florida corporation not for profit (hereinafter referred to as "DHHS"), and **UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC.**, a Florida corporation not for profit (hereinafter referred to as "UCP"), for the purpose of merging them into one of such entities.

1. DHHS is a corporation not for profit organized and existing under the laws of the State of Florida (document number N22455).

2. UCP is a corporation not for profit organized and existing under the laws of the State of Florida (document number 705463).

3. DHHS and UCP have adopted the attached Plan of Merger, reflecting UCP as the surviving entity.

4. The Plan of Merger was adopted by the Board of Directors of DHHS on June 11, 2009, with the number of votes cast by the Board of Directors for the merger being sufficient for approval. There are no members of DHHS entitled to vote on the Plan of Merger.

5. The Plan of Merger was adopted by the Board of Directors of UCP on June 9, 2009, with the number of votes cast by the Board of Directors being sufficient for approval. There are no members of UCP entitled to vote on the Plan of Merger.

6. The effective date of the merger for tax and accounting purposes shall be the close of business on June 16, 2009.

Dated this 19 day of February, 2010.

**DEAF AND HARD OF HEARING SERVICES
OF NORTHWEST FLORIDA, INC.,
a Florida corporation not for profit**

By: [Signature]
Print Name: Anna M. Barber
Its: President

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**UNITED CEREBRAL PALSY OF
NORTHWEST FLORIDA, INC., a
Florida corporation not for profit**

By: [Signature]
Print Name: Dr. Sherry A. White
Its: President / CEO

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PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between DEAF AND HARD OF HEARING SERVICES OF NORTHWEST FLORIDA, INC., a Florida corporation not for profit (hereinafter referred to as "DHHS"), and UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC., a Florida corporation not for profit (hereinafter referred to as "UCP").

A. DHHS is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 945 West Michigan Avenue, Suite 10-C, Pensacola, Florida 32505.

B. UCP is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 2912 North "E" Street, Pensacola, Florida 32501.

C. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations that DHHS be merged into UCP pursuant to the provisions of Sections 617.1101 *et seq.* of the *Florida Statutes*, with UCP being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, IT IS AGREED AS FOLLOWS:

Section 1. Merger. DHHS shall merge with and into UCP, and UCP shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of DHHS shall cease and UCP shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of DHHS without the necessity for any separate transfer. UCP shall thereafter be responsible for all of the liabilities and obligations of DHHS and neither the rights of creditors nor any liens on the property of DHHS shall be impaired by the merger.

Section 3. No Changes in Articles of Incorporation of UCP. The Articles of Incorporation of UCP shall continue to be its Articles of Incorporation following the effective date of the merger.

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Section 4. No Changes in Bylaws of UCP. The Bylaws of UCP shall continue to be its Bylaws following the effective date of the merger, unless and until subsequently revised in accordance with the Articles of Incorporation and the Bylaws of DHHS.

Section 5. Directors and Officers. The directors and officers of UCP, the surviving corporation, as of the effective date of the merger, shall be as follows:

President:
Chairman/Director:
Vice Chair/Director:
Treasurer/Director:
Secretary/Director:
Director:
Director:
Past Chair

Dr. Sherry A. White
Anna M. Barbée
W. Brad Huggins
John Asmar
Barry Lintner
Raisa Overstreet
Michale W. Fielder
J. Ben Renfro, M.D.

Section 6. Effective Date of Merger. The effective date of this merger for tax and accounting purposes shall be the close of business on June 16, 2009.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated this 19 day of February, 2010.

DEAF AND HARD OF HEARING SERVICES
OF NORTHWEST FLORIDA, INC.,
a Florida corporation not for profit

By: 

Anna M. Barbée, its President

UNITED CEREBRAL PALSY OF
NORTHWEST FLORIDA, INC.,
a Florida corporation not for profit

By: 

Dr. Sherry A. White, its President/CEO

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