

708739

97 JUL 18 AM 11:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 467220 8069A

AUTHORIZATION :

COST LIMIT :

Patricia Project  
\$70.00

ORDER DATE : July 18, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 467220-005

CUSTOMER NO: 8069A

CUSTOMER: Joseph L. Najmy, Esq  
Harilee Porges Hamlin Knowles  
1205 Manatee Avenue, W

Bradenton, FL 34205

400002241554--7

EFFECTIVE DATE  
7/20/97

ARTICLES OF MERGER

PROJECT RAINBOW  
SARASOTA/MANATEE, INC.

INTO

EASTER SEAL SOCIETY OF  
SOUTHWEST FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel Leggett

EXAMINER'S INITIALS:

NOTICE  
RECEIVED  
JUL 18 1997  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT

002250, 00738, 00672

708739

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PROJECT RAINBOW SARASOTA/MANATEE, INC., a Florida corporation  
N19981

INTO

EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC., a Florida  
corporation, 708739.

File date: July 18, 1997 , effective July 20, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

**RESUBMIT**

Please give original  
submission date as file date.

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC.  
Ref. Number: 708739

We have received your document for EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent 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.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 297A00036787

67 JUL 22 PM 4:09  
CORPORATION

EFFECTIVE DATE  
7/20/97

FILED  
97 JUL 18 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
PROJECT RAINBOW SARASOTA/MANATEE, INC.  
a Florida not for profit corporation  
into  
EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC.  
a Florida not for profit corporation

(Pursuant to the provisions of Chapter 617  
of the Florida Not For Profit Corporation Act)

The undersigned, being the President and Secretary of Easter Seal Society of Southwest Florida, Inc., a not for profit corporation organized and existing under the laws of the State of Florida ("Easter Seals"), and the President and Secretary of Project Rainbow Sarasota/Manatee, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida ("Project Rainbow"), hereby certify that:

1. A regular meeting of the Board of Directors of Easter Seals was held on May 20, 1997, after proper notice, for the purpose of, among other things, adopting an Agreement and Plan of Reorganization and Merger between Easter Seals and Project Rainbow, with Easter Seals being the surviving corporation, was unanimously adopted by the Board of Directors of Easter Seals. There are no members entitled to vote.

2. A special meeting of the Board of Directors of Project Rainbow was held on June 24, 1997, after proper notice, whereat an Agreement and Plan of Reorganization and Merger between Easter Seals and Project Rainbow, with Easter Seals being the surviving corporation, was unanimously adopted by the Board of Directors of Project Rainbow. There are no members entitled to vote.

3. The name of the surviving corporation will be Easter Seal Society of Southwest Florida, Inc. and will be governed by the laws  
#225467.2

of the State of Florida.

4. Easter Seals is a corporation organized and existing under the laws of the State of Florida, having been incorporated on April 5, 1965.

5. Project Rainbow is a corporation organized and existing under the laws of the State of Florida, having been incorporated on April 6, 1987.

6. The laws of the State of Florida permit such a merger.

7. There are no changes in the Articles of Incorporation of the surviving corporation.

8. The Agreement and Plan of Reorganization and Merger attached hereto is a true and correct copy and was adopted and approved by the Board of Directors of Easter Seals in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors of Project Rainbow in the manner prescribed by the laws of the State of Florida.

10. The effective date of the merger shall be July 20, 1997.

IN WITNESS WHEREOF the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 15 day of July, 1997.

(Signature lines appear on following pages)

Project Rainbow Sarasota/  
Manatee, Inc., a Florida not  
for profit corporation

ATTEST: Denise M. Bell  
Denise Bell, as its  
Secretary

By: Harvey Small  
Harvey Small, as its  
President

sla/9999-9

Easter Seal Society of  
Southwest Florida, Inc., a  
Florida not for profit  
corporation

ATTEST: J.M. Williamson  
J.M. Williamson, as its  
Secretary

By: Dennis J. Celorie  
Dennis J. Celorie, as its  
President

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

This Agreement is made the 15<sup>th</sup> day of JULY, 1997, by and between Easter Seal Society of Southwest Florida, Inc., a not for profit corporation organized and existing under the laws of the State of Florida ("Easter Seals"), and Project Rainbow Sarasota/Manatee, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida ("Project Rainbow").

WITNESSETH:

WHEREAS, Easter Seals is a not for profit corporation organized and existing under the laws of the State of Florida, having been incorporated on April 5, 1965; and

WHEREAS, Project Rainbow is a not for profit corporation organized and existing under the laws of the State of Florida, having been incorporated on April 6, 1987; and

WHEREAS, the principal office of Easter Seals is located at 350 Braden Avenue, Sarasota, Florida 34243, and Dennis J. Celorie is the agent in charge thereof upon whom process against Easter Seals may be served within the State of Florida; and

WHEREAS, the principal office of Project Rainbow is located at 8051 North Tamiami Trail, Suite 32, Sarasota, Florida 34243 and Floyd J. Holway is the agent in charge thereof upon whom process against Project Rainbow may be served within the State of Florida; and

WHEREAS, the Boards of Directors of Easter Seals and of Project Rainbow, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties that Project Rainbow merge with Easter Seals under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida.

Now, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto, as follows:

1. **Plan of Reorganization.** This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth and is intended to qualify as a reorganization within the meaning of Internal Revenue Code Section 368(a).

2. **Merger.** The Project Rainbow shall be and is hereby merged into the Easter Seals and the Easter Seals shall be the surviving corporation.



3. **Effective Date.** The effective date of the Merger shall be July 20, 1997.

4. **Surviving Corporation.** Easter Seals shall be the surviving not for profit corporation and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of Project Rainbow shall cease upon the effective date of the Merger, and the existence of Easter Seals shall continue unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers intact and subject to all the duties, obligations and liabilities of a Florida not for profit corporation organized under the laws of the State of Florida.

5. **Name.** The name of Easter Seals, the surviving corporation, shall not be changed, but shall continue to be Easter Seal Society of Southwest Florida, Inc. The address of the principal place of business shall be 350 Braden Avenue, Sarasota, Florida 34243, and the agent upon whom process may be served at that address shall be Dennis J. Celorie.

6. **Certificate of Incorporation.** The Articles of Incorporation of Easter Seals shall be the Articles of Incorporation of the Surviving Corporation following the effective date of the Merger, until the same shall be altered or amended. There are no changes in the Articles of Incorporation of the Surviving Corporation (\*unless necessary to enlarge to include board).

8. **Bylaws.** The Bylaws of Easter Seals on the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until the same shall be altered or amended.

9. **Directors.** The directors of Easter Seals in office on the effective date of the Merger shall continue in office and shall constitute the directors of Easter Seals until such time as their respective successors shall be elected and qualified. Notwithstanding the foregoing, Easter Seals hereby agrees that not less than four (4) of the directors of Project Rainbow in office immediately prior to the Merger shall, on the effective date, become directors of Easter Seals, with equal rights and power as directors of Easter Seals in office on the effective date, for terms of not less than twelve (12) months each, commencing from the effective date. Easter Seals is not required to replace a director from Project Rainbow who becomes a director of Easter Seals pursuant to this paragraph and who resigns prior to the expiration of his term. Further notwithstanding the foregoing, Easter Seals hereby agrees that the remaining directors of Project Rainbow in office immediately prior to the Merger shall, on the effective date, become members of the Advisory Board of Easter Seals, with equal rights and power as members of the Advisory Board of Easter Seals in office on the effective date, for terms of not less than

10. **Officers.** The officers of Easter Seals in office on the effective date of the Merger shall continue in office and shall constitute the officers of Easter Seals until such time as their respective successors shall be elected and qualified.

11. **Service of Process.** Dennis J. Celorie, at the address of 350 Braden Avenue, Sarasota, Florida 34243, is hereby designated the agent of Easter Seals upon whom process against it may be served.

12. **Abandonment.** Anything contained herein to the contrary notwithstanding, this Agreement may be abandoned by either party hereto if the Merger fails to obtain the necessary approval as required by the general corporate laws of the State of Florida.

13. **Insurance.** Prior to the Merger, Project Rainbow agrees to purchase and extend its current occurrence liability policy to the amounts of Two Million and No/100 Dollars (\$2,000,000.00) per individual/Four Million and No/100 Dollars (\$4,000,000.00) in aggregate for any claim arising directly or indirectly from the operations of Project Rainbow until the Effective Date, unless earlier cancelled by mutual agreement of Project Rainbow and Easter Seals. It is the intent of the parties that Easter Seals acquire claims made liability insurance in the amounts of Two Million and No/100 Dollars (\$2,000,000.00) per individual/Four Million and No/100 Dollars (\$4,000,000.00) in aggregate for any claim arising directly or indirectly from the operations of Project Rainbow, a division of the Easter Seal Society of Southwest Florida, Inc. for a period of two (2) years from the Effective Date.

14. **Reliance.** Easter Seals, as the surviving corporation, has placed great reliance on the audited financial statements prepared by Steven Wicker, C.P.A., for the fiscal years ending 06/30/95 and 06/30/96, respectively, and the proposed financial statements for the period ending June 30, 1997, copies of which are attached hereto, in entering into the Merger. If, after the Merger, it is determined that there is any claim, of contract, tort or otherwise, which is not otherwise reflected on the financial statements which are attached hereto, relating directly or indirectly to the operations of Project Rainbow prior to the Effective Date, which is in excess of \$5,000.00, then, notwithstanding any provision to the contrary, the Merger shall be subject to revocation by Easter Seals upon timely notice by Easter Seals to Project Rainbow thereof.

IN WITNESS WHEREOF the corporate parties hereto have caused this Agreement to be executed by the duly authorized officers the day and year first above written.

(Signature lines appear on following pages)

day and year first above written.

Easter Seal Society of  
Southwest Florida, Inc., a  
Florida not for profit  
corporation

ATTEST: J.M. Williamson  
J.M. Williamson, as its  
Secretary

By: Dennis J. Celorie  
Dennis J. Celorie, as its  
President

Project Rainbow Sarasota/  
Manatee, Inc., a Florida not  
for profit corporation

ATTEST: Denise M. Bell  
Denise Bell, as its  
Secretary

By: Harvey Small  
Harvey Small, as its  
President

sla/9999-9

## PROJECT RAINBOW SARASOTA/MANATEE, INC.

## Profit and Loss

July 1996 through June 1997

07/01/97

	ADMINISTR...	CASE MGM...	PSYCHOLO...	RESPIRE CA...	TOTAL
Ordinary Income/Expense					
Income					
Contributions Income					
Annual Contributions	10,000.00	0.00	0.00	0.00	10,000.00
Company Contributions	111.17	0.00	2,080.00	0.00	2,171.17
Restricted	50.00	0.00	0.00	0.00	50.00
Service Organization Income	0.00	80.80	825.00	815.00	1,520.80
Unrestricted	3,353.29	457.00	1,105.34	10.00	4,925.63
Total Contributions Income	13,514.46	537.80	3,780.34	825.00	18,657.60
Grants					
Manatee Co.					
Psych Svcs	0.00	0.00	10,896.52	0.00	10,896.52
Respite	0.00	0.00	0.00	17,834.16	17,834.16
Total Manatee Co.	0.00	0.00	10,896.52	17,834.16	28,730.68
Other	5,000.00	0.00	2,600.00	1,750.00	9,250.00
Sarasota					
Case Mgmt-GIA	0.00	1,311.00	0.00	0.00	1,311.00
Psych-GIA	0.00	0.00	7,864.00	0.00	7,864.00
Respite GIA	0.00	0.00	0.00	9,686.00	9,686.00
Total Sarasota	0.00	1,311.00	7,864.00	9,686.00	18,861.00
Total Grants	5,000.00	1,311.00	21,280.52	29,370.16	55,941.68
Inkind Income	215.69	0.00	0.00	0.00	215.69
Legacies & Bequests	5,000.00	0.00	100.00	0.00	5,100.00
Program Fees	0.00	0.00	0.00	2,801.49	2,801.49
Reimbursed Expenses	684.30	0.00	0.00	0.00	684.30
Special Events	27,318.10	0.00	0.00	0.00	27,318.10
United Way					
Manatee- United Way	57.50	13,632.49	0.00	10,000.01	23,690.00
Sarasota - United Way	1,000.04	10,080.96	0.00	0.00	11,081.00
So Sarasota United Way	0.00	1,375.00	0.00	1,375.00	2,750.00
United Way-Designated	250.00	22.50	2,500.00	1,838.38	4,610.88
Total United Way	1,307.54	25,090.95	2,500.00	13,213.39	42,111.88
Total Income	53,041.09	26,938.75	27,680.88	48,310.04	155,941.74
Expense					
Advertising	0.00	24.69	25.01	75.00	125.00
Amortization Expense	5,877.20	0.00	0.00	0.00	5,877.20
Bank Service Charges	271.67	0.00	0.00	0.00	271.67
Conferences/Meetings	20.00	0.00	0.00	0.00	20.00
Dues - Membership	229.75	69.75	69.75	69.75	439.00
Equipment Maint/Rental	207.72	21.25	21.25	21.25	271.47
Insurance					
Liability Insurance	1,280.70	1,258.30	1,258.35	1,258.30	5,029.65
Unemployment	358.59	0.00	0.00	0.00	358.59
Workers Comp	542.20	252.88	252.83	252.90	1,300.81
Total Insurance	2,181.49	1,509.18	1,509.28	1,509.20	6,639.15
Interest Expense					
Finance Charge	323.30	0.00	0.00	0.00	323.30
Total Interest Expense	323.30	0.00	0.00	0.00	323.30
Janitorial/Maint. Service	171.25	81.25	81.25	81.25	355.00
Licenses, Fees & Permits	129.50	29.50	29.50	29.50	218.00
Miscellaneous	640.57	0.00	0.00	0.00	640.57
Payroll					
Wages					
Clerical/Technical	9,328.25	8,868.08	4,367.76	20,229.39	40,823.48
Executive/Prof Salaries	7,600.46	3,732.48	20,306.48	6,024.60	38,564.41
Total Wages	16,928.71	10,730.54	24,674.24	25,254.38	77,487.87
Payroll - Other	828.80	100.00	174.04	1,033.86	1,936.70

## PROJECT RAINBOW SARASOTA/MANATEE, INC.

## Profit and Loss

July 1996 through June 1997

07/01/97

	ADMINISTR...	CASE MGM...	PSYCHOLO...	RESPIRE CA...	TOTAL
Total Payroll	17,457.81	10,830.54	24,848.28	26,288.24	79,424.57
Payroll Benefits					
Health Insurance	114.89	293.18	21.33	258.20	687.60
Total Payroll Benefits	114.89	293.18	21.33	258.20	687.60
Payroll Taxes					
FICA	5,289.31	0.00	0.00	0.00	5,289.31
Medicare	1,186.05	0.00	0.00	0.00	1,186.05
Total Payroll Taxes	6,455.36	0.00	0.00	0.00	6,455.36
Penalty	1,069.81	0.00	0.00	0.00	1,069.81
Postage and Delivery	261.09	204.25	204.25	259.25	929.64
Printing and Reproduction	237.35	65.20	194.77	112.15	609.48
Professional Fees					
Accounting	262.50	262.50	262.50	262.50	1,050.00
Wicker	262.50	262.50	262.50	262.50	1,050.00
Total Accounting	262.50	262.50	262.50	262.50	1,050.00
Total Professional Fees	262.50	262.50	262.50	262.50	1,050.00
Program Expense	0.00	0.00	0.00	71.41	71.41
Publications & Subscriptions	2.94	2.83	2.94	12.34	21.15
Rent	1,280.00	1,280.00	1,280.00	1,280.00	5,120.00
Repairs					
Computer Repairs	103.75	103.75	103.75	103.75	415.00
Equipment Repairs	400.00	0.00	0.00	0.00	400.00
Total Repairs	503.75	103.75	103.75	103.75	815.00
Special Event Expenses					
Entertainment	550.00	0.00	0.00	0.00	550.00
Equipment Rental	2,582.33	0.00	0.00	0.00	2,582.33
Food	822.50	0.00	0.00	0.00	822.50
Insurance	742.35	0.00	0.00	0.00	742.35
Items	50.00	0.00	0.00	0.00	50.00
Postage/Delivery	128.00	0.00	0.00	0.00	128.00
Printing	1,088.08	0.00	0.00	0.00	1,088.08
Rent	250.00	0.00	0.00	0.00	250.00
Special Events In-kind	110.69	0.00	0.00	0.00	110.69
Supplies	491.04	0.00	0.00	0.00	491.04
Travel	319.88	0.00	0.00	0.00	319.88
Special Event Expenses - Other	17,476.63	0.00	0.00	0.00	17,476.63
Total Special Event Expenses	24,611.51	0.00	0.00	0.00	24,611.51
Supplies					
Flowers	97.78	0.00	0.00	0.00	97.78
Office	675.67	293.78	293.71	329.74	1,593.88
Total Supplies	774.45	293.78	293.71	329.74	1,691.68
Telephone					
In-Kind	105.00	0.00	0.00	0.00	105.00
Telephone - Other	1,421.71	1,326.61	1,326.67	1,326.68	5,401.65
Total Telephone	1,526.71	1,326.61	1,326.67	1,326.68	5,508.65
Travel & Transportation					
Meals	38.93	0.00	0.00	0.00	38.93
Travel	333.40	128.75	194.17	999.74	1,654.06
Travel & Transportation - Other	0.00	0.00	67.09	0.00	67.09
Total Travel & Transportation	372.33	128.75	261.26	999.74	1,760.08
Utilities					
Electric & Gas	581.28	586.65	588.78	590.75	2,347.46
Water & Sewer	106.94	108.88	108.88	106.90	431.60
Total Utilities	688.22	695.53	697.66	697.65	2,789.06
Void Checks	0.00	0.00	0.00	0.00	0.00

## PROJECT RAINBOW SARASOTA/MANATEE, INC.

## Profit and Loss

July 1996 through June 1997

07/01/97

	<u>ADMINISTR...</u>	<u>CASE MGR...</u>	<u>PSYCHOLO...</u>	<u>RESPIRE CA...</u>	<u>TOTAL</u>
Total Expense	63,650.87	17,188.92	31,209.12	33,783.59	147,822.50
Net Ordinary Income	-12,609.78	9,740.83	-3,558.28	12,546.45	6,119.24
Other Income/Expense					
Other Income					
Interest Income	308.87	0.00	0.00	0.00	308.87
Total Other Income	308.87	0.00	0.00	0.00	308.87
Other Expense					
Depreciation Expense	1,783.56	0.00	0.00	0.00	1,783.56
Other Expenses	364.99	0.00	0.00	0.00	364.99
Total Other Expense	2,128.55	0.00	0.00	0.00	2,128.55
Net Other Income	-1,819.68	0.00	0.00	0.00	-1,819.68
Net Income	-14,429.45	9,740.83	-3,558.28	12,546.45	4,299.58

PROJECT RAINBOW SARASOTA/MANATEE, INC.  
Balance Sheet  
As of June 30, 1997

17/01/97

	Jun 30, '97
<b>ASSETS</b>	
Current Assets	
Checking/Savings	3,602.74
Liberty Bank Checking	
Liberty Bank Savings	50.00
Building Fund, Restricted	15,308.87
Liberty Bank Savings - Other	
Total Liberty Bank Savings	15,358.87
Petty Cash - Manatee	100.00
Total Checking/Savings	19,361.61
Accounts Receivable	2,279.80
Accounts Receivable - Manatee	2,689.00
Accounts Receivable - Sarasota	4,688.80
Total Accounts Receivable	
	24,330.41
Total Current Assets	
Fixed Assets	
Fixed Assets	-7,235.58
Accumulated Depreciation	8,498.81
Equipment	820.00
Furniture & Fixtures	
Total Fixed Assets	1,883.33
Total Fixed Assets	1,883.33
<b>TOTAL ASSETS</b>	<b>26,213.74</b>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
Equity	24,897.79
Plant & Equipment Equity	22,225.41
Unrestricted Fund Balance	
Total Equity	47,163.20
Retained Earnings	-25,249.02
Net Income	4,299.56
Total Equity	26,213.74
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>26,213.74</b>