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Division of Corporations

HARLEE PORGES

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708739

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC.

Certificate of Status	0
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FILED
99 JUL - 1 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL - 1 PM 2:50
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MANATEE ASSOCIATION FOR RETARDED CITIZENS, INC., a Florida
corporation, N08076

INTO

EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC. which changed its
name to

EASTER SEALS/MARC SOUTHWEST FLORIDA, INC., a Florida corporation,
708739.

File date: July 1, 1999

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
MANATEE ASSOCIATION FOR RETARDED CITIZENS, INC.
a Florida not for profit corporation
into
EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC.

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

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99 JUL - 1 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Manatee Association for Retarded Citizens, Inc., a not for profit corporation organized and existing under the laws of the State of Florida ("MARC"), hereby certify that:

1. A regular meeting of the Board of Directors of Easter Seals was held on March 16, 1999, after proper notice, for the purpose of, among other things, adopting a Plan of Merger between Easter Seals and MARC. Such Plan of Merger was unanimously adopted by the Board of Directors of Easter Seals. The number of votes in favor of such Plan of Merger was sufficient for the passage of the approval of the Plan of Merger. There were no members entitled to vote on the Merger.

This Instrument Prepared By:
Shelly A. Gallagher, Esq. (Florida Bar No. 0046371)
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Ave. W.
Bradenton, FL 34205
(941)748-3770

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2. A special meeting of the Members of MARC was held on March 27, 1999, after proper notice, for the purpose of, among other things, adopting a Plan of Merger between Easter Seals and MARC. Such Plan of Merger was adopted by the Members by a vote of 77 to 1. The number of votes in favor of such Plan of Merger was sufficient for the passage of the approval of such Plan of Merger.

3. A regular meeting of the Board of Directors of MARC was held on March 2, 1999, after proper notice, for the purpose of, among other things, adopting a Plan of Merger between Easter Seals and MARC. Such Plan of Merger was unanimously adopted by the Board of Directors. The number of votes in favor of such Plan of Merger was sufficient for the passage of the approval of the Plan of Merger.

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. MARC is a corporation organized and existing under the laws of the State of Florida, having been incorporated on March 11, 1985.

6. Under the Plan of Merger, Easter Seals shall be the surviving corporation and MARC shall be the disappearing corporation. The new name of the surviving corporation shall be EASTER SEALS/MARC SOUTHWEST FLORIDA, INC., and such corporation shall be governed by the laws of the State of Florida.

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7. These Articles of Merger have been adopted pursuant to Florida Statute § 617.1105. The laws of the State of Florida permit such a merger.

8. Except for the new name of the corporation, as set forth in Paragraph 6 above, there are no changes to the Articles of Incorporation of the surviving corporation.

9. The Plan of Merger attached hereto as Exhibit "A" is a true and correct copy of same and is incorporated by reference as if fully set forth herein.

10. The effective date of the merger shall be July 1, 1999.

IN WITNESS WHEREOF the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 1st day of July, 1999.

**SIGNATURES OF PARTIES ON FOLLOWING PAGE;
REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

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SIGNATURE PAGE OF MARC

ATTEST:

MANATEE ASSOCIATION FOR
RETARDED CITIZENS, INC.,
a Florida not for profit corporation



JANET HOLMES, as its Secretary

By: 

JAMES D DYE, as its President

**SIGNATURE OF EASTER SEALS ON FOLLOWING PAGE;
REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

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HARLEE PORGES

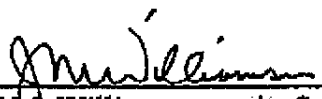
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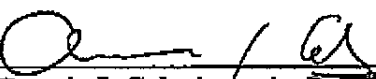
SIGNATURE PAGE OF EASTER SEALS

EASTER SEAL SOCIETY OF
SOUTHWEST FLORIDA, INC.,
a Florida not for profit corporation

ATTEST:


J.M. Williamson, as its Secretary

By:


Dennis J. Celorie, as its President

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EXHIBIT "A"**PLAN OF MERGER**

THIS IS A MERGER by and between EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC. (the "Surviving Corporation") and MANATEE ASSOCIATION FOR RETARDED CITIZENS, INC., (the "Disappearing Corporation"). This Plan of Merger ("Plan") is being effected in accordance with § 617.1101 *et seq.* of the "Florida Not For Profit Corporation Act" (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any change, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law. It is agreed that following the Effective Date of the Merger, the Surviving Corporation shall file, with the Florida Secretary of State, Amendment of Articles for the purpose of changing the name of the Surviving Corporation to EASTER SEALS/MARC SOUTHWEST FLORIDA, INC.

2. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers, and franchises,

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subject to any applicable restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date, the Surviving Corporation 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 the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, 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 the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

4. Filing With the Florida Secretary of State and Effective Date. Following the execution of this Plan of Merger, the Disappearing Corporation and the Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan of Merger. Further, this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary

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of State. In accordance with § 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. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time prior to the filing of Articles of Merger by the Surviving Corporation or the Disappearing Corporation which is entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time by an agreement in writing executed in the same manner or at any time thereafter as long as such change is in accordance with § 617.1103 of the Act.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of

July, 1999.

EASTER SEAL SOCIETY OF
SOUTHWEST FLORIDA, INC.,
a Florida not for profit corporation
(the "Surviving Corporation")

By: [Signature]
Dennis J. Celorie, as its President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1st day of July, 1999, by DENNIS J. CELORIE, as President of EASTER SEAL SOCIETY OF SOUTHWEST FLORIDA, INC., on behalf of the corporation, who is (X) personally known to me or () who has produced _____ (type of identification).



Wydell E. Meredith
MY COMMISSION # CC726028 EXPIRES
June 21, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Wydell E. Meredith
Notary Public, State of Florida

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HARLLEE PORGES

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MANATEE ASSOCIATION FOR
RETARDED CITIZENS, INC.,
a Florida not for profit corporation
(the "Disappearing Corporation")

By: James D. Dye
James D. Dye, as its President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1st day of July, 1999, by James D. Dye, as President of MANATEE ASSOCIATION FOR RETARDED CITIZENS, INC., on behalf of the corporation, who is ☐ personally known to me or ☒ who has produced Florida Drivers License (type of identification).



Wydell E. Meredith
MY COMMISSION # CC726026 EXPIRES
June 21, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Wydell E. Meredith
Notary Public, State of Florida

A:\joc\aster\mrc\mrgp\in.sig

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