

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

711941

FILING COVER SHEET  
ACCT. #FCA-14

EXPIRATION DATE  
4/30/00

CONTACT: CINDY HICKS

DATE: 4.28.00

600003228566--4  
-04/28/00-01054-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0262

CORP. NAME: Goodwill Industries - Heart of Florida, Inc. into Goodwill Industries Suncoast, Inc. Merger

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED  
00 APR 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7613 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN COPY

RECEIVED  
00 APR 28 AM 10:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials ASR  
4/28/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GOODWILL INDUSTRIES - HEART OF FLORIDA, INC., a Fla corp. 758859

INTO

GOODWILL INDUSTRIES-SUNCOAST, INC., a Florida entity, 711941

File date: April 28, 2000, effective April 30, 2000

Corporate Specialist: Annette Ramsey

RECEIVED  
4/30/00

FILED  
00 APR 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
GOODWILL INDUSTRIES - HEART OF FLORIDA, INC.  
WITH AND INTO  
GOODWILL INDUSTRIES - SUNCOAST, INC.**

The following ARTICLES OF MERGER (these "Articles") are made and entered into this 27th day of April, 2000, by and between GOODWILL INDUSTRIES - HEART OF FLORIDA, INC, a Florida not for profit corporation (sometimes referred to in these Articles as "GW-HOF"), and GOODWILL INDUSTRIES - SUNCOAST, INC., a Florida not for profit corporation (sometimes referred to in these Articles as "GW-Suncoast"). Either GW-Suncoast or GW-HOF may sometimes be individually referred to herein as a "Constituent Corporation," and GW-Suncoast and GW-HOF may sometimes be collectively referred to herein as the "Constituent Corporations."

**W I T N E S S E T H:**

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and the communities that they serve that GW-HOF be merged with and into GW-Suncoast, and that GW-Suncoast merge GW-HOF with and into itself, so that GW-Suncoast shall be the surviving corporation of the merger, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, the Constituent Corporations, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that GW-HOF be merged with and into GW-Suncoast and that GW-Suncoast merge GW-HOF with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger:

These Articles are filed pursuant to Section 617.1105, Florida Statutes. Pursuant to the Florida Not For Profit Corporation Act, upon the filing of the Articles of Merger with the Secretary of State of the State of Florida, GW-HOF shall be, and it hereby is, merged with and into GW-Suncoast, and GW-Suncoast shall, and it hereby does, merge GW-HOF with and into itself (the "Merger").

ARTICLE I  
PLAN OF MERGER

The Plan of Merger for the Merger is as set forth on Exhibit A hereto (the "Plan of Merger").

ARTICLE II  
EFFECTIVE DATE

These Articles and the Merger shall be effective upon the later of (i) the filing of the Articles of Merger with the Secretary of State of the State of Florida, or (ii) April 30, 2000, such date being hereinafter referred to as the "Effective Date."

ARTICLE III  
APPROVAL OF MERGER

(a) A majority of the Board of Directors of GW-HOF approved and adopted these Articles of Merger and the Plan of Merger on April 27, 2000. At the time of such approval and adoption the Board of Directors was composed of 14 board members. GW-HOF has no members.

(b) A majority of the Board of Directors of GW-Suncoast approved and adopted these Articles of Merger and the Plan of Merger on April 27, 2000. At the time of such approval and adoption the Board of Directors was composed of 24 board members. GW-Suncoast has no members.

ARTICLE IV  
COMPLIANCE WITH LAW

The Constituent Corporations have complied with all provisions of the laws of the State of Florida applicable to the Merger.

ARTICLE V  
COUNTERPART EXECUTION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original, but all of which shall constitute one instrument

ARTICLES OF MERGER

GOODWILL INDUSTRIES - HEART OF FLORIDA, INC. WITH AND INTO GOODWILL INDUSTRIES - SUNCOAST, INC. PAGE 3

IN WITNESS WHEREOF, each of the undersigned Constituent Corporations has caused these Articles of Merger to be executed and acknowledged in its name by its president or vice president and attested by its secretary or assistant secretary, and their respective corporate seals affixed hereto, in accordance with the laws of the State of Florida, all on the day and year first above written.

ATTEST:

GOODWILL INDUSTRIES - HEART OF FLORIDA, INC., a Florida Not For Profit Corporation

Carole F. Philipson  
Carole F. Philipson, Secretary

By: Linda W. LaMona  
Linda W. LaMona, President

[CORPORATE SEAL]

GOODWILL INDUSTRIES - SUNCOAST, INC.,  
a Florida Not For Profit Corporation

\_\_\_\_\_  
\_\_\_\_\_, Secretary

By: \_\_\_\_\_  
R. Lee Waits, President

[CORPORATE SEAL]

IN WITNESS WHEREOF, each of the undersigned Constituent Corporations has caused these Articles of Merger to be executed and acknowledged in its name by its president or vice president and attested by its secretary or assistant secretary, and their respective corporate seals affixed hereto, in accordance with the laws of the State of Florida, all on the day and year first above written.

ATTEST:

GOODWILL INDUSTRIES - HEART OF FLORIDA, INC., a Florida Not For Profit Corporation

\_\_\_\_\_  
\_\_\_\_\_, Secretary

By: \_\_\_\_\_  
Linda W. LaMona, President

[CORPORATE SEAL]

GOODWILL INDUSTRIES - SUNCOAST, INC.,  
a Florida Not For Profit Corporation

\_\_\_\_\_  
*Jan C. Ger*  
\_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
*R. Lee Waits*  
\_\_\_\_\_  
R. Lee Waits, President

[CORPORATE SEAL]

**PLAN OF MERGER**  
**for the**  
**MERGER**  
**of**  
**GOODWILL INDUSTRIES - HEART OF FLORIDA, INC.**  
**(a Florida not for profit corporation)**  
**with and into**  
**GOODWILL INDUSTRIES - SUNCOAST, INC.**  
**(a Florida not for profit corporation)**

This is a Plan of Merger between GOODWILL INDUSTRIES – HEART OF FLORIDA, INC., a Florida not for profit corporation (“GW-HOF”), and GOODWILL INDUSTRIES – SUNCOAST, INC., a Florida not for profit corporation (“GW-Suncoast”), pursuant to which GW – Suncoast will be the surviving corporation of the merger (the “Merger”). GW-HOF and GW-Suncoast may be collectively referred to herein as the “Constituent Corporations.”

(a) Pursuant to section 617.1101, Florida Statutes, GW-HOF shall be merged with and into GW-Suncoast. GW-Suncoast shall be the surviving corporation of the Merger.

(b) The Articles of Incorporation of GW-Suncoast, as in effect immediately prior to the Merger, shall not be changed as a result of the Merger, and shall continue in their current form subsequent to the Merger until altered or amended as permitted in such Articles.

(c) The directors and officers of GW-Suncoast immediately prior the Merger shall continue to be the directors and officers of GW-Suncoast subsequent to the Merger.

(d) GW-Suncoast, having no members immediately prior to the Merger, shall continue to have no members subsequent to the Merger.

(e) The Merger shall be effective upon the later of (i) the filing of the Articles of Merger with the Secretary of State of the State of Florida, or (ii) April 30, 2000, such date being hereinafter referred to as the “Effective Date.”

(f) Upon the Effective Date of the Merger, the separate existence of GW-HOF shall cease, and all of the assets and liabilities of GW-HOF shall thereafter be the assets and liabilities of GW-Suncoast.

(g) This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but all of which shall constitute one instrument

*[Remainder of this Page Left Blank Intentionally]*

EXHIBIT "A"

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

ATTEST:

GOODWILL INDUSTRIES - HEART OF FLORIDA, INC.

*Carole F. Philipson*  
Carole F. Philipson Secretary

By: *Linda W. LaMona*  
Linda W. LaMona, President

[CORPORATE SEAL]

GOODWILL INDUSTRIES - SUNCOAST, INC.

\_\_\_\_\_, Secretary

By: \_\_\_\_\_  
R. Lee Waits, President

[CORPORATE SEAL]



IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

ATTEST:

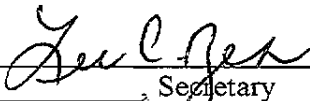
GOODWILL INDUSTRIES - HEART OF FLORIDA, INC.


\_\_\_\_\_  
\_\_\_\_\_, Secretary

By: \_\_\_\_\_  
Linda W. LaMona, President

[CORPORATE SEAL]

GOODWILL INDUSTRIES - SUNCOAST, INC.

  
\_\_\_\_\_, Secretary

By:   
\_\_\_\_\_  
R. Lee Waits, President

[CORPORATE SEAL]