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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG -7 PM 2:35

Robert G. Stern, Esquire  
Chairman of the Board  
R. Lee Waits  
President and CEO

August 1, 2000

Florida Department of State  
Division of Corporations  
Attention: Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

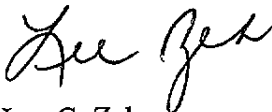
A check in the amount of \$78.75 is enclosed. This check is for fees to file with the State of Florida two separate corporate transactions and certified copies as follows:

1. Articles of Merger between Goodwill Industries-Suncoast, Inc. and the Goodwill Suncoast Foundation are submitted for filing. An original and one photocopy are enclosed. Please certify and return the photocopy for our records.
2. Articles of Amendment to the Articles of Incorporation for Goodwill Industries Suncoast are submitted for filing. An original and one photocopy are enclosed. Please certify and return the photocopy for our records.

If you have any questions, please call me at (727) 523-1512, extension 202 or e-mail me at Lee.Zeh@goodwill-suncoast.com.

Thank you.

Sincerely,



Lee C. Zeh  
Corporate Secretary

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-08/07/00--01119--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

LCZ/nwg

Enclosures: Check - \$78.75 (filing fees)  
Articles of Amendment (original & copy)  
Plan of Merger (original & copy)  
Completed forms for filing Amended Articles of Incorporation/Merger



V. SHEPARD AUG 30 2000



**Goodwill Industries-Suncoast, Inc.**

10596 Gandy Boulevard • P.O. Box 14456 • St. Petersburg, Florida 33733-4456  
Pinellas: (727) 523-1512 • Hillsborough: (813) 223-3701 • Fax: (727) 579-0850 • TDD: (727) 576-0882  
e-mail: goodwill-suncoast@worldnet.att.net • Web Site: http://www.goodwill-suncoast.org



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE GOODWILL SUNCOAST FOUNDATION, INC., a Florida corporation,  
N47114

INTO

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

File date: August 7, 2000

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Goodwill Industries-Suncoast, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Goodwill Suncoast Foundation, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

*(Attach additional sheets if necessary)*

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II -**

(CHECK IF APPLICABLE) \_\_\_\_\_ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 7/12/2000. The number of directors in office was 24. The vote for the plan was as follows: 24 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) \_\_\_\_\_ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 7/12/2000. The number of directors in office was 8. The vote for the plan was as follows: 8 FOR 0 AGAINST



**PLAN OF MERGER**  
**For the**  
**MERGER**  
**of**  
**THE GOODWILL SUNCOAST FOUNDATION, 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 THE GOODWILL SUNCOAST FOUNDATION, INC., a Florida not for profit corporation ("The Foundation"), 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"). The Foundation and GW-Suncoast may be collectively referred to herein as the "Constituent Corporations."

- (a) Pursuant to section 617.1101, Florida Statutes, The Foundation 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 to 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) July 1, 2000, such date being hereinafter referred to as the "Effective Date."
- (f) Upon the Effective Date of the Merger, the separate existence of The Foundation shall cease, and all the assets and liabilities of The Foundation 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]*