

# 728129

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MERGER OR SHARE EXCHANGE  
GIRLS INCORPORATED OF SARASOTA COUNTY

Certificate of Status	0
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STATE OF FLORIDA  
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STATE OF FLORIDA  
ARTICLES OF MERGER

OF

THE FOUNDATION OF GIRLS INCORPORATED OF SARASOTA COUNTY  
(a Florida not-for-profit corporation)

INTO

GIRLS INCORPORATED OF SARASOTA COUNTY  
(a Florida not-for-profit corporation)

The following Articles of Merger are being submitted in accordance with Sections 617.1105, 617.1108, 617.0302(16) and 607.1109 of the Florida Statutes:

**FIRST:** The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Merged Entity" are as follows:

Name: THE FOUNDATION OF GIRLS INCORPORATED OF SARASOTA COUNTY  
Street Address: 201 South Tuttle Avenue, Sarasota, FL 34237  
Jurisdiction: Florida  
Entity Type: not-for-profit corporation  
Florida Doc.: 769013  
FEI Number: 592429232

**SECOND:** The name, street address, jurisdiction, entity type, Florida document number and tax identification number for the "Surviving Entity" is as follows:

Name: GIRLS INCORPORATED OF SARASOTA COUNTY  
Street Address: 201 South Tuttle Avenue, Sarasota, FL 34237  
Jurisdiction: Florida  
Entity Type: not-for-profit corporation  
Florida Doc.: 728129  
FEI Number: 237363275

**THIRD:** The Agreement and Plan of Merger is attached hereto as Exhibit "A", and meets the requirements of Sections 617.1101 and 617.1108 of the Florida Statutes.

**FOURTH:** The attached Agreement and Plan of Merger was adopted by the Board of Directors of the Merged Entity, by written consent dated June 15, 2015. The Merged Entity does not have any members entitled to vote on the Agreement and Plan of Merger.


**FIFTH:** The Agreement and Plan of Merger was also adopted by resolution at a meeting of the Board of Directors of the Surviving Entity held on June 15, 2015. The Surviving Entity does not have any members entitled to vote on the Agreement and Plan of Merger.

**SIXTH:** The merger shall be effective the date filed with the Florida Department of State (the "Effective Date").

**IN WITNESS WHEREOF,** the undersigned entities have caused these Articles of Merger to be executed by their duly authorized representatives as of July 16, 2015.


**MERGED ENTITY:**

**THE FOUNDATION OF GIRLS  
INCORPORATED OF SARASOTA  
COUNTY**, a Florida not-for-profit  
corporation

By:   
Name: John J. Shea  
Its: Chairman

**SURVIVING ENTITY:**

**GIRLS INCORPORATED OF  
SARASOTA COUNTY**, a Florida not-for-  
profit corporation

By:   
Name: Jennifer Compton  
Its: President

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is made and entered into as of July 16, 2015, by and between THE FOUNDATION OF GIRLS INCORPORATED OF SARASOTA COUNTY, a Florida not-for-profit corporation (the "Merged Entity"), and GIRLS INCORPORATED OF SARASOTA COUNTY, a Florida not-for-profit corporation (the "Surviving Entity").

**WITNESSETH:**

**WHEREAS**, the Merged Entity desires to merge with and into the Surviving Entity;

**WHEREAS**, the Board of Directors of the Merged Entity deems it advisable and in the best interests of the Merged Entity that it be merged with and into the Surviving Entity, on the terms and conditions set forth herein and in accordance with Sections 617.1101, 617.1102, 617.1103, 617.1105, 617.1108 and 617.0302(16) of the Florida Statutes.

**WHEREAS**, the Board of Directors of the Surviving Entity deems it advisable and in the best interests of the Surviving Entity that the Surviving Entity merge with the Merged Entity and that the surviving entity shall be the Surviving Entity.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

**ARTICLE I  
MERGER**

Subject to the terms and conditions set forth in this Agreement and Plan of Merger, on the Effective Date (as defined in Article II hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with applicable provisions of Florida law (the "Merger"). The separate existence of the Merged Entity shall cease at the Effective Date and the existence of the Surviving Entity shall be unaffected and unimpaired by the Merger. The Surviving Entity shall continue to exist and to be governed by the laws of the State of Florida under the corporation name "GIRLS INCORPORATED OF SARASOTA COUNTY."

**ARTICLE II  
EFFECTIVE DATE**

The Merger contemplated by this Agreement and Plan of Merger shall be effective the date filed with the Florida Department of State (the "Effective Date").

**ARTICLE III  
MANNER AND BASIS OF CONVERTING SHARES**

At and after the Effective Date, all of the issued and outstanding membership interests of the Merged Entity, if any, shall cease to exist by virtue of the Merger and without any action on the part of the Board of Directors of the Merged Entity.

**ARTICLE IV  
EFFECTS OF THE MERGER**

On the Effective Date, all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Entity shall be taken and be deemed to be transferred to and vested in the Surviving Entity and shall be thereafter as effectively the property of the Surviving Entity as they were the property of the Merged Entity. The title to any property, real, personal, tangible or intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Entity shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Entity. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Entity shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it. The Surviving Entity expressly acknowledges that upon the Merger becoming effective the specific obligations of Merged Entity regarding donor restrictions on donated funds shall henceforth become the express obligations of the Surviving Entity. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Entity shall continue unaffected and unimpaired by the Merger, except as modified by this Agreement.

**ARTICLE V  
APPROVAL**

The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors Merged Entity by written consent dated June 15, 2015, and by the Board of Directors of the Surviving Entity by adoption of a resolution at a meeting held on June 15, 2015.

**ARTICLE VI  
ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, upon the Merger becoming effective, be and remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

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IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

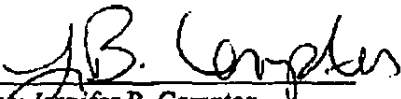
**MERGED ENTITY:**

**THE FOUNDATION OF GIRLS  
INCORPORATED OF SARASOTA  
COUNTY, a Florida not-for-profit corporation**

By:   
Name: John J. Shea  
Its: Chairman

**SURVIVING ENTITY:**

**GIRLS INCORPORATED OF SARASOTA  
COUNTY, a Florida not-for-profit corporation**

By:   
Name: Jennifer B. Compton  
Its: President