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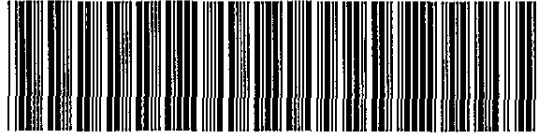
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Merger

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 115430 7132640
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 148.75

ORDER DATE : December 30, 2004
ORDER TIME : 10:21 AM
ORDER NO. : 115430-015
CUSTOMER NO: 7132640
CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.c.
Suite 2500, Suntrust Financial
Center 401 E. Jackson Street
Tampa, FL 33602

ARTICLES OF MERGER

ALLEGANY FRANCISCAN FOUNDATION
TAMPA BAY, INC.

INTO

ALLEGANY FRANCISCAN MINISTRIES
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
ALLEGANY FRANCISCAN FOUNDATION, DADE COUNTY, INC.;
ALLEGANY FRANCISCAN FOUNDATION, PALM BEACH COUNTY, INC.; AND
ALLEGANY FRANCISCAN FOUNDATION, TAMPA BAY, INC.
INTO
ALLEGANY FRANCISCAN MINISTRIES, INC.**

In compliance with the requirements of Florida law, including without limitation, Florida Statutes §§ 617.1101, 617.1103, and 617.1105, the undersigned not-for-profit corporations, desiring to effect a merger, hereby certify as follows:

Article I

Allegany Franciscan Foundation, Dade County, Inc. ("AFFDC"), Allegany Franciscan Foundation, Palm Beach County, Inc. ("AFFPBC"), and Allegany Franciscan Foundation, Tampa Bay, Inc. ("AFFTB") (hereinafter referred to as the "Merging Corporations") are hereby merged with and into Allegany Franciscan Ministries, Inc. ("AFM") such that AFM shall be the surviving corporation (the "Surviving Corporation").

Article II

The name of the surviving corporation is Allegany Franciscan Ministries, Inc.

Article III

The Surviving Corporation is a Florida not for profit corporation and the address of its current registered office in the State of Florida is 19329 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33764.

Article IV

The Plan of Merger is attached hereto as Exhibit A and is hereby incorporated in its entirety by reference herein (the "Plan of Merger").

Article V

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of AFFDC on December 28, 2004, and by the Member of AFFDC on December 28, 2004, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of AFFPBC on December 28, 2004, and by the Member

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of AFFPBC on December 28, 2004, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of AFFTB on December 28, 2004, and by the Member of AFFTB on December 28, 2004, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

Article VI

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617, by the Board of Trustees of AFM on November 15, 2004, and by the Member of AFM on December 13, 2004, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

Article VII

The Articles of Incorporation of the Surviving Corporation, as amended, existing on the effective date of these Articles of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Articles of Incorporation or by applicable law, and shall not be amended as a result of these Articles of Merger or the transactions evidenced hereby.

Article VIII

These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 28th day of December, 2004.

ALLEGANY FRANCISCAN
FOUNDATION, DADE COUNTY, INC.

By: Lucy Cardet, OSF
Name: Lucy Cardet, OSF
Title: Chairperson of the Board

ALLEGANY FRANCISCAN
FOUNDATION, PALM BEACH
COUNTY, INC.

By: Margaret Mary Kimmins, OSF
Name: Margaret Mary Kimmins, OSF
Title: Chairperson of the Board

ALLEGANY FRANCISCAN
FOUNDATION, TAMPA BAY, INC.

By: Margaret Mary Kimmins, OSF
Name: Margaret Mary Kimmins, OSF
Title: Chairperson of the Board

ALLEGANY FRANCISCAN
MINISTRIES, INC.

By: Marlene Weidenborner, OSF
Name: Marlene Weidenborner, OSF
Title: Chairperson of the Board

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 28th day of December, 2004 by and between Allegany Franciscan Foundation, Dade County, Inc., a Florida not-for-profit corporation ("AFFDC"), Allegany Franciscan Foundation, Tampa Bay, Inc., a Florida not-for-profit corporation ("AFFTB"), Allegany Franciscan Foundation, Palm Beach County, Inc., a Florida not-for-profit corporation ("AFFPBC"), (AFFDC, AFFTB, and AFFPBC shall hereinafter be referred to collectively as the "Merging Corporations") and Allegany Franciscan Ministries, Inc. ("AFM").

WITNESSETH:

WHEREAS, AFFTB was incorporated in the State of Florida on May 3, 1976, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, AFFDC was incorporated in the State of Florida on March 18, 1983, and is subject to the laws of Florida applicable to not for profit corporations;

WHEREAS, AFFPBC was incorporated in the State of Florida on March 9, 1983, and is subject to the laws of the Florida applicable to not for profit corporations; and

WHEREAS, AFM was incorporated in the State of Florida on October 11, 1982, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, the Merging Corporations and AFM deem it advisable and in their respective best interests that the Merging Corporations be merged with and into AFM (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, and the mode of carrying the same into effect, together with any

provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I

PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between the Merging Corporations and AFM, is adopted pursuant to the provisions of Florida Statutes, §§ 617.1101 and 617.1103, as follows: --

- (a) The Merging Corporations shall be merged with and into AFM as the surviving corporation (the "Surviving Corporation"), to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be Allegany Franciscan Ministries, Inc.
- (c) As of the effective time and date of the Merger, the separate existence of the Merging Corporations shall cease and all the property, real, personal and mixed, of each of the Merging Corporations, and all debts due on whatever account to any of them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporations.
- (d) Upon completion of the Merger, the Board of Trustees of AFM will establish three distinct designated funds. The pre-Merger assets of AFFDC will constitute one fund, the pre-Merger assets of AFFPBC will constitute the second fund, and the pre-Merger assets of AFFTB will

constitute the third fund. The assets of each fund will be used to fund liabilities and obligations of each of the respective Merging Corporations as they existed on the effective date of the Merger.

- (e) On a post-Merger basis, the assets of each designated fund will be administered consistent with the pre-Merger corporate purposes of AFFDC, AFFPBC, and AFFTB, respectively. The Board of Trustees of AFM will work closely with chartered commissions or councils representing each of the three primary geographic areas served by AFM's designated funds to assure that local community needs are identified and supported. Consistent with this objective, it is expected that AFM will operate by issuing block grants in such proportions as each fund bears to the total assets of the three designated funds, to be recommended for distribution by each of the chartered commissions or councils, subject to the final authority of the AFM Board of Trustees.

1.02 Effective Date. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Department of State of the State of Florida.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be Allegany Franciscan Ministries, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the Merging Corporations shall be conducted by the Surviving Corporation. The principal office of AFM immediately prior to the effective date of the Merger shall be the

principal office of the Surviving Corporation from and after that date, unless otherwise determined by the AFM Board.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporations, the officers and trustees of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

ARTICLE II

TRUSTEES AND OFFICERS

2.01 Trustees and Officers of Surviving Corporation; Authorization.

- (a) The existing Board of Trustees of AFM shall continue to serve as the Board of Trustees of the Surviving Corporation until the next annual meeting or until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- (b) All persons who, as of the effective date of the Merger, are officers of AFM, shall remain as officers of the Surviving Corporation until the next annual meeting or until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

- (c) The Chairpersons and Presidents of the Merging Corporations and AFM, respectively, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this Agreement and the Articles of Merger on behalf of said corporations, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger herein provided for.

ARTICLE III

ARTICLES OF INCORPORATION AND BYLAWS

3.01 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of AFM, as existing on the effective date of this Agreement, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE IV

BEQUESTS AND DISTRIBUTIONS

4.01 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, the Merging Corporations may be designated as a beneficiary of a last will and testament, testamentary trust, inter vivos trust, or some other similar instrument, and that any and all such bequests and distributions shall be distributed and delivered to the Surviving

Corporation for use by such Surviving Corporation in accordance with the intent of the decedent, settlor, grantor or other granting entity, subject to applicable law.

ARTICLE V

INTERPRETATION AND ENFORCEMENT

5.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

ATTEST: _____

ALLEGANY FRANCISCAN
FOUNDATION, DADE COUNTY, INC., a
Florida not for profit corporation

By: Lucy Cardet, o.s.f.
Name: Lucy Cardet, OSF
Title: Chairperson of the Board

ATTEST: _____

ALLEGANY FRANCISCAN
FOUNDATION, TAMPA BAY, INC., a
Florida not for profit corporation

By: Margaret Mary Kimmins, OSF
Name: Margaret Mary Kimmins, OSF
Title: Chairperson of the Board

ATTEST: _____

ALLEGANY FRANCISCAN
FOUNDATION, PALM BEACH
COUNTY, INC., a Florida not for profit
corporation

By: Margaret Mary Kimmins, OSF
Name: Margaret Mary Kimmins, OSF
Title: Chairperson of the Board

ATTEST: _____

ALLEGANY FRANCISCAN
MINISTRIES, INC., a Florida not for profit
corporation

By: Marlene Weidenborner, OSF
Name: Marlene Weidenborner, OSF
Title: Chairperson of the Board