

N000000002431

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

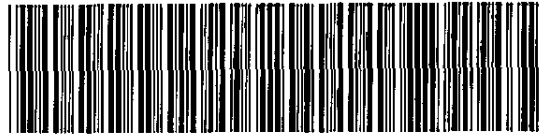
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600042975566

*persen*

1.1/27/04 - 01080 --005 \*\* 78.75

~~11/05~~

DEC 27

2004

04 DEC 27 PM 3:24

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AJR  
12/30/04*

\*00789, 02775, 00672

STEEL HECTOR & DAVIS LLP  
Requestor's Name

215 S. MONROE ST. SUITE 601  
Address

TALLAHASSEE 32301 222.2300  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. MIAMI-DADE SCHOOL READINESS COALITION, INC. N00000002431  
(Corporation Name) (Document #)
2. THE MONROE COUNTY SCHOOL READINESS COALITION, INC. N00000002633  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time WHEN READY ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
|             | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                        |
|------------|----------------------------------------|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
| XX         | Merger                                 |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
|                             | Foreign             |
|                             | Limited Partnership |
|                             | Reinstatement       |
|                             | Trademark           |
|                             | Other               |

IF YOU HAVE ANY QUESTIONS PLEASE  
CONTACT ELIZABETH GLEATON AT  
222.2300.

THANK YOU.

STEEL ■  
HECTOR  
■ DAVIS  
INTERNATIONAL™

**Steel Hector & Davis LLP**  
**MEMORANDUM**

To: ANNETTE RAMSEY  
From: ELIZABETH GLEATON *eg*  
Date: DECEMBER 30, 2004  
Re: CORRECTED MERGER DOCUMENTS

---

Attached please find the corrected merger documents between Miami-Dade School Readiness Coalition and The Monroe County School Readiness Coalition, Inc. Per our conversation of Tuesday, December 28, 2004, please backdate the document to the date of December 27, 2004.

If you have any questions please do not hesitate to contact me at 222.2300.

Thank you for all your assistance regarding this matter and we apologize for any inconvenience and extra work this may have caused you.

Attachment

P.S. I noticed in the Articles of Merger the effective date of the merger is January 1, 2005, therefore maybe it doesn't matter if you backdate. Please use your professional judgment regarding 12/27 or 12/30. Thank you.

RECEIVED  
DECEMBER 30, 2004  
STEELE HECTOR & DAVIS LLP  
MIAMI, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
**Secretary of State**

**December 28, 2004**

**Steel, Hector & Davis LLP**  
**215 S. Monroe Street**  
**Suite 601**  
**Tallahassee, FL 32301**

**SUBJECT: MIAMI-DADE SCHOOL READINESS COALITION, INC.**  
**Ref. Number: N00000002431**

We have received your document for MIAMI-DADE SCHOOL READINESS COALITION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign non profit corporation are filed pursuant to section 617.1105, Florida Statutes. A merger form is enclosed.

The Articles of Merger that you submitted is for a cross-entity merger. We have enclosed the correct merger form that you may fill out and return to us.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

**Annette Ramsey**  
**Document Specialist**

**Letter Number: 404A00071644**

11105

**ARTICLES OF MERGER  
of**

**THE MONROE COUNTY SCHOOL READINESS COALITION, INC.**

**with and into**

**MIAMI-DADE SCHOOL READINESS COALITION, INC.**

FILED  
DEC 27 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, these Articles of Merger provide that:

1. The Monroe County School Readiness Coalition, Inc., a Florida Not for Profit corporation (the "Monroe Coalition"), shall be merged with and into Miami-Dade School Readiness Coalition, Inc., a Florida Not for Profit corporation (the "Miami-Dade Coalition"), which shall be the surviving corporation in the merger (the "Merger").

2. The Monroe Coalition has no members or members entitled to vote on the Plan of Merger. The Plan of Merger dated as of December 21, 2004 (the "Plan of Merger") was approved by the Board of Directors of the Monroe Coalition on December 20, 2004. The number of directors of the Monroe Coalition then in office was 18. The vote for the Plan of Merger was 13 directors for the Plan of Merger and 0 directors against the Plan of Merger.

3. The Miami-Dade Coalition has no members or members entitled to vote on the Plan of Merger. The Merger was approved by the Board of Directors of the Miami-Dade Coalition on September 27, 2004. The number of directors of the Miami-Dade Coalition then in office was 25. The vote for the Merger was 21 directors for the Merger and 0 directors against the Merger. At a meeting of the Board of Directors of the Miami-Dade Coalition held on December 2, 2004, the Miami-Dade Coalition Board of Directors delegated to the Executive Committee authority to negotiate the terms of and to approve the Plan of Merger. The number of directors of the Miami-Dade Coalition then in office was 25. The vote for delegation of authority to the Executive Committee was 13 directors for such delegation of authority and 0 directors against such delegation of authority. The Plan of Merger was approved by the Executive Committee of the Board of Directors of the Miami-Dade Coalition on December 17, 2004. The number of Executive Committee members then in office was 6. The vote for the Plan of Merger was 4 committee members for the Plan of Merger and 0 committee members against the Plan of Merger. The Plan of Merger is attached to these Articles of Merger.

4. The merger shall be effective as of January 1, 2005 or the date and time (the "Effective Time") of the filing of these Articles of Merger with the Florida Secretary of State, whichever is later.

THE MONROE COUNTY SCHOOL READINESS  
COALITION, INC.

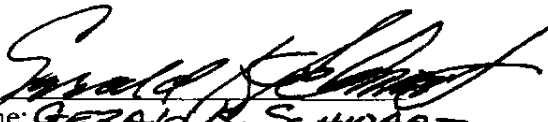
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Signature]*  
Vince S. Barker  
Chair

MIAMI-DADE SCHOOL READINESS  
COALITION, INC.

By:   
Name: GERALD R. SCHWARTZ  
Title: CHAIRMAN

**PLAN OF MERGER**

of

**THE MONROE COUNTY SCHOOL READINESS  
COALITION, INC.,**

**a Florida not-for-profit corporation,**

**with and into**

**MIAMI-DADE SCHOOL READINESS COALITION, INC.,**

**a Florida not-for-profit corporation**

FILED  
04 DEC 27 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Plan of Merger (the "Plan") is dated as of December 21, 2004 between The Monroe County School Readiness Coalition, Inc., a Florida not-for-profit corporation (the "Monroe Coalition"), and Miami-Dade School Readiness Coalition, Inc., a Florida not-for-profit corporation (the "Miami-Dade Coalition" or "Surviving Entity").

**Recitals**

A. Section 617.1101(1) of the Florida Not For Profit Corporation Act (the "Act") permits the merger of the Monroe Coalition with and into the Miami-Dade Coalition (the "Merger").

B. The Board of Directors of the Monroe Coalition has determined that it is advisable and to the advantage and welfare of the Monroe Coalition that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) a unanimous vote of the Board of Directors of the Monroe Coalition on December 20, 2004 and (ii) a unanimous vote of the Executive Committee of the Board of Directors of the Miami-Dade Coalition on December 17, 2004.

**Plan**

1. Merger; Surviving Corporation. Upon the filing of Articles of Merger with the Florida Secretary of State (the "Effective Time"), the Monroe Coalition shall be merged with and into the Miami-Dade Coalition, and the Miami-Dade Coalition shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of the Miami-Dade Coalition shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of the Monroe Coalition shall be merged with and into the Miami-Dade Coalition, and the separate existence of the Monroe Coalition, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

2. Amendment of Articles of Incorporation. Within a reasonable time after the Effective Time, the first Article of the Articles of Incorporation of the Miami-Dade Coalition shall be changed to read as follows:

FIRST: The name of the corporation is MIAMI-DADE/MONROE EARLY LEARNING COALITION, INC. (hereinafter referred to as the "Corporation").

3. Geographical Area and Number of Children Served. The geographical area to be served by the Surviving Entity will encompass all of Miami-Dade County and Monroe County. The Surviving Entity will serve the needs of children and families within the Surviving Entity's new multi-county geographical area. The minimum number of children to be served by the Surviving Entity must be no less than the total number of children currently being served by the Miami-Dade Coalition and the Monroe Coalition individually. In Miami-Dade County, the minimum number of children served is 30,457, and in Monroe County, the minimum number of children served is 834.

4. Laws and Regulations. There are no federal, state or local laws or regulations under which the Surviving Entity will operate that differ from those under which the Miami-Dade Coalition and the Monroe Coalition operated prior to the merger.

5. Support Processes. The Surviving Entity will continue the planning and oversight responsibilities associated with school readiness as defined by, among other things, various state and federal funding sources. The Surviving Entity will manage a comprehensive program of services based on the needs of the children of the two-county area to be served by the Surviving Entity.

6. Governance. At the Effective Time, (i) the Articles of Incorporation of the Miami-Dade Coalition shall be the Articles of Incorporation of the Surviving Entity, as amended to change the name of the Miami-Dade Coalition as described in Section 2 above, and (ii) the Surviving Entity shall adopt and amend the bylaws of the Miami-Dade Coalition to reflect, among other things, membership of the Board of Directors (the "Board") as required by Section 411.01 of the Florida Statutes and the agreement of the Miami-Dade Coalition and the Monroe Coalition with respect to Board composition (the "Amended and Restated Bylaws").

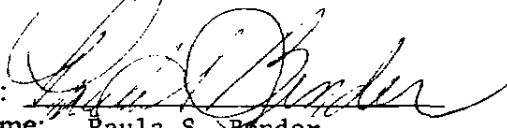
7. Administrative Structure. The structure of committees of the Surviving Entity and such committees' membership shall be outlined in the Amended and Restated Bylaws. The Surviving Entity shall operate under the federal identification number and state identifications of the Miami-Dade Coalition after consummation of the Merger. The Internal Revenue Service will be notified that the federal identification number for the Monroe Coalition will no longer be used.

8. Use of Monroe Coalition Funds after the Merger. The parties agree that funds of the Monroe Coalition remaining at the Effective Time after payment of all liabilities of the Monroe Coalition as of the Effective Time including, without limitation, amounts due to the Monroe Coalition's attorneys and landlord in connection with the Merger, shall be used exclusively by the Surviving Entity to provide quality initiatives to children of Monroe County.

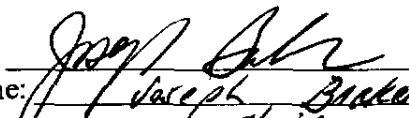
9. Termination of Merger. The Merger may be terminated without cause prior to the Effective Time upon not less than 30 days' written notice to the other party. The terminating party must provide a written plan to provide services to children impacted by the proposed termination, which plan must be accepted by the Florida Partnership for School Readiness or its designated administrator prior to the effective date of termination of the Merger.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

MIAMI-DADE SCHOOL READINESS  
COALITION, INC.

By:   
Name: Paula S. Bender  
Title: President/CEO

THE MONROE COUNTY SCHOOL READINESS  
COALITION, INC.

By:   
Name: Joseph Braken  
Title: Chair