

NO1000003742

Douglas E. Weber, President & CEO



United Way
of Tampa Bay

The Best Way to Help the Most People.

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Tampa Office
1000 N. Ashley Drive, Suite 800, Tampa, FL 33602
Phone (813) 274-0903 ■ Fax (813) 228-9549

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www.uwtb.org

April 5, 2002

Ms. Katherine Harris
Secretary of State
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/09/02--01047--004
***105.00 ***105.00

Dear Secretary Harris:

Please find enclosed the required filing of the Articles of Merger merging United Way of Pinellas County, Inc. and United Way of Hillsborough County, Inc. into United Way of Tampa Bay, Inc. as the Surviving Corporation. The effective date of the merger is July, 1, 2002.

Also enclosed is a check for the required \$105.00 filing fee.

We are anxious to receive notification from your office regarding our filing. If there is any additional information required, please contact Diana Baker, Chief Operating Officer, at 813-274-0907 or dbaker@uwtb.org. Thank you.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 APR - 9 PM 1:09

EFFECTIVE DATE
7/1/02

Sincerely,

Douglas E. Weber
Douglas E. Weber
President & CEO

Merger

V SHEPARD APR 11 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

UNITED WAY OF PINELLAS COUNTY, INC., a Florida corporation, 722299

UNITED WAY OF HILLSBOROUGH COUNTY, INC., a Florida corporation,
737145

INTO

UNITED WAY OF TAMPA BAY, INC., a Florida entity, N01000003742.

File date: April 9, 2002 , effective July 1, 2002

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
merging
UNITED WAY OF PINELLAS COUNTY, INC.
and
UNITED WAY OF HILLSBOROUGH COUNTY, INC.
into
UNITED WAY OF TAMPA BAY, INC.
as the Surviving Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 APR -9 PM 1:09

EFFECTIVE DATE
7/1/02

- First:** The name and jurisdiction of the surviving corporation is **UNITED WAY OF TAMPA BAY, INC.**, a Florida not for profit corporation.
- Second:** The name and jurisdiction of each merging corporation is:
- (a) **UNITED WAY OF PINELLAS COUNTY, INC.**, a Florida not for profit corporation.
 - (b) **UNITED WAY OF HILLSBOROUGH COUNTY, INC.**, a Florida not for profit corporation.
- Third:** The Plan of Merger is attached.
- Fourth:** The merger shall become effective on July 1, 2002
- Fifth:** **UNITED WAY OF TAMPA BAY, INC.** has no members. The Plan of Merger was adopted by the board of directors on March 14, 2002. The number of directors in office was 39. The vote for the Plan of Merger was as follows: 26 FOR, 0 AGAINST.
- Sixth:** The Plan of Merger was adopted by the members of **UNITED WAY OF PINELLAS COUNTY, INC.**, on November 15, 2001. The number of votes cast for the Plan of Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 54 FOR, 0 AGAINST.
- Seventh:** **UNITED WAY OF HILLSBOROUGH COUNTY, INC.** has no members. The Plan of Merger was adopted by its board of directors on November 28, 2001. The number of directors in office was 48. The vote for the Plan of Merger was as follows: 29 FOR, 0 AGAINST.

(d) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger;

(e) The articles of incorporation of the surviving corporation are amended to the extent provided in this Plan of Merger; and

(f) Members of each corporation which is a party to the merger, other than the surviving corporation, are entitled only to the rights, if any, provided in the Articles of Merger.

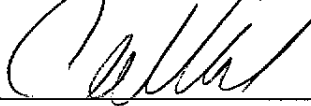
4. No changes to the Articles of Incorporation of the surviving corporation will be effected by the merger.


5. The Articles of Merger shall be filed on April 2, 2002, to be effective July 1, 2002. Prior to the filing of articles of merger, the board of directors of any of the constituent corporations, parties to the merger, may, in its discretion, abandon the planned merger, subject to the rights of third parties under any contracts relating to the planned merger, without any further action or approval by its members.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed.

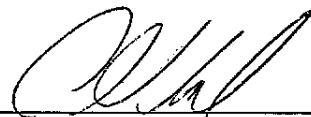
UNITED WAY OF
PINELLAS COUNTY, INC.

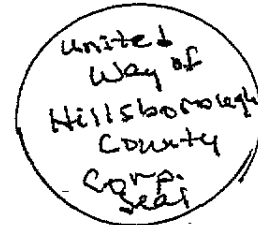
UNITED WAY OF
HILLSBOROUGH COUNTY, INC.

By: 
CARLTON WARD,
CHAIRMAN OF THE BOARD
(Corporate Seal)

By: 
D. ROGER NANNEY,
CHAIRMAN OF THE BOARD
(Corporate Seal)

UNITED WAY OF TAMPA BAY, INC.

By: 
CARLTON WARD
Chairman of Board
(Corporate Seal)



PLAN OF MERGER

merging

UNITED WAY OF PINELLAS COUNTY, INC.

and

UNITED WAY OF HILLSBOROUGH COUNTY, INC.

into

UNITED WAY OF TAMPA BAY, INC.

as the Surviving Corporation

The following Plan of Merger is submitted in compliance with the requirements of section 617.1101, FLORIDA STATUTES.

1. The name and jurisdiction of the surviving corporation is UNITED WAY OF TAMPA BAY, INC., a Florida not for profit corporation.

2. The name and jurisdiction of each merging corporation is:

(a) UNITED WAY OF PINELLAS COUNTY, INC.,
a Florida not for profit corporation

(b) UNITED WAY OF HILLSBOROUGH COUNTY, INC.,
a Florida not for profit corporation

3. The terms and conditions of the merger are as follows:

Effective July 1, 2002, United Way of Pinellas County, Inc., and United Way of Hillsborough County, Inc., will be merged into United Way of Tampa Bay, Inc., and, as provided by law, the separate corporate existence of United Way of Pinellas County, Inc., and United Way of Hillsborough County, Inc., shall cease, and United Way of Tampa Bay, Inc. shall be the surviving corporation. As provided by law, when the merger becomes effective:

(a) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;

(b) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;

(c) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;


IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**UNITED WAY OF
PINELLAS COUNTY, INC.**

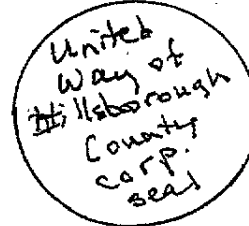
By: 
R. CARLTON WARD
Chairman of the Board

(Corporate Seal)


**UNITED WAY OF
HILLSBOROUGH COUNTY, INC.**

By: 
JOHN BORRECA
Chairman of the Board

(Corporate Seal)



UNITED WAY OF TAMPA BAY, INC.

By: 
CARLTON WARD

(Corporate Seal)