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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 9, 2003

THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC.
2340 CELERY AVENUE
SANFORD, FL 32771

SUBJECT: THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC.
REF: N03000004044

*Revised per
discussion
Please file
attached.
Thank you
B. Hight*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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Teresa Brown
Document Specialist

FAX Aud. #: H03000331712
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**ARTICLES OF MERGER BETWEEN
THE FAMILY OF FRIENDS, INC.
AND
THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC.**

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Pursuant to Section 617.1105, Florida Statutes, The Family of Friends, Inc., a Florida not for profit corporation ("FOF"), and The Family of Friends of Seminole County, Inc., a Florida not for profit corporation ("FOF Seminole"), adopt the following Articles of Merger for the purpose of merging FOF into FOF Seminole, the latter of which is to survive the merger.

ARTICLE I

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for each merging party is as follows:

Name and Street Address - Merged Corporation

The Family of Friends, Inc.
2340 Celery Avenue
Sanford, FL 32771

Jurisdiction and Document Number

Florida, N31468

Entity Type and FEI Number

Not for Profit Corporation, 59-2946581

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for the surviving party is as follows:

Name and Street Address - Surviving Corporation

The Family of Friends of Seminole County, Inc.
2340 Celery Avenue
Sanford, FL 32771

Jurisdiction and Document Number

Florida, N03000004044

Entity Type and FEI Number

Not for Profit Corporation, 58-2670012

ARTICLE II

The surviving party shall be The Family of Friends of Seminole County, Inc.

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ARTICLE III

Article 1 of the Articles of Incorporation of The Family of Friends of Seminole County, Inc., the surviving corporation, is hereby amended to read as follows:

Article 1

NAME

The name of this corporation is The Family of Friends, Inc.

ARTICLE IV

The attached Plan of Merger meets the requirements of section 617.1105, Florida Statutes, and was adopted by the board of directors and members of FOF Seminole (surviving corporation) by written consent executed in accordance with section 617.0701, Florida Statutes and dated November 26, 2003 and was adopted by the members and board of directors of FOF (merging corporation) by written consent executed in accordance with section 617.0701, Florida Statutes and dated November 26, 2003.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of FOF or FOF Seminole.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 26th day of November, 2003.

THE FAMILY OF FRIENDS, INC., a Florida not for profit corporation

Michael Guerin
By: Michael Guerin
As: President

THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC., a Florida not for profit corporation

Michael Guerin
By: Michael Guerin
As: President

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Exhibit "A"

**PLAN OF MERGER BETWEEN
THE FAMILY OF FRIENDS OF SEMINOLE COUNTY, INC.
AND
THE FAMILY OF FRIENDS, INC.**

The following Plan of Merger, which was adopted and approved by The Family of Friends of Seminole County, Inc., a Florida not for profit corporation ("Surviving Corporation") and The Family of Friends, Inc., a Florida not for profit corporation ("FOF"), is being submitted in accordance with sections 617.1101 and 617.1105, Florida Statutes.

1. The name and jurisdiction of each merging party are as follows:

The Family of Friends of Seminole County, Inc., a Florida not for profit corporation

The Family of Friends, Inc., a Florida not for profit corporation

2. The name of the surviving party is:

The Family of Friends of Seminole County, Inc., a Florida not for profit corporation

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of FOF shall cease and FOF shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, (iii) the Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. The manner and basis of converting the shares of FOF are as follows: As of the effective date of the merger, the shares of FOF shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto. Surviving Corporation is a not for profit corporation and has no shares of stock.

5. The surviving corporation shall amend Article 1 of the Articles of Incorporation of The Family of Friends of Seminole County, Inc. to reflect a change in name to The Family of Friends, Inc.

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