

720484

ARTICLES OF MERGER
Merger Sheet

MERGING:

VOLUNTEER CENTER OF CENTRAL FLORIDA, INC., a Florida corporation,
745093

INTO

HEART OF FLORIDA UNITED WAY, INC., a Florida corporation, 720484

File date: June 26, 1997

Corporate Specialist: Darlene Connell

SENT BY: L D D K & R

; 8-25-97 ; 11:39AM ;

LOWNDES, DROSDICK+ Department of State;# 1

720484

6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:31 AM

(((H97000010453 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: HEART OF FLORIDA UNITED WAY, INC.

AUDIT NUMBER.....H97000010453

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Client No. 099998
LDDKR/Heart of Florida

Matter No. 42693

FILED
97 JUN 26 AM 11:11
TALLAHASSEE, FLORIDA

97 JUN 25 AM 11:45
TALLAHASSEE, FLORIDA

Merger
10/26/97
DL

08/25/97 WED 11:44 FAX

001

6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:32 AM

(((H97000010453 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: HEART OF FLORIDA UNITED WAY, INC.

AUDIT NUMBER.....H97000010453

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Client No. 099998
LDDKR/Heart of Florida

Matter No. 42693

RECEIVED
97 JUN 25 PM 12:55
JUN 25 1997

08/25/97 WED 16:50 FAX

001

6/25/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:32 AM

(((H97000010453 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: LOWNDES, DROSDICK, DCSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: HEART OF FLORIDA UNITED WAY, INC.

AUDIT NUMBER.....H97000010453

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Client No. 099998
LDDKR/Heart of Florida

Matter No. 42693

RECEIVED
97 JUN 26 AM 8:07
JUN 26 1997

H97000010453

FILED
97 JUN 26 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
HEART OF FLORIDA UNITED WAY, INC.
AND

VOLUNTEER CENTER OF CENTRAL FLORIDA, INC.

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the Florida not for profit corporations herein named do hereby adopt the following Articles of Merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging VOLUNTEER CENTER OF CENTRAL FLORIDA, INC. with and into HEART OF FLORIDA UNITED WAY, INC. (the "Plan of Merger").

2. VOLUNTEER CENTER OF CENTRAL FLORIDA, INC. does not have any members. The Plan of Merger was adopted by the Board of Directors of VOLUNTEER CENTER OF CENTRAL FLORIDA, INC. by Written Consent dated April 17, 1997 executed in accordance with section 617.0821 of the Florida Not For Profit Corporation Act.

3. A meeting of the members of HEART OF FLORIDA UNITED WAY, INC. was held on March 27, 1997 and the number of votes cast by the Members for the merger was sufficient for approval, and the vote on the Plan of Merger was for approval and adoption of the Plan of Merger.

Dated: June 11, 1997

HEART OF FLORIDA UNITED WAY,
INC., a Florida not for profit
corporation

By: [Signature]
Name: Kenneth L. Medlin
Title: Chairman of the Board of Directors

VOLUNTEER CENTER OF CENTRAL
FLORIDA, INC., a Florida not for
profit corporation

By: [Signature]
Name: Christopher C. Brashman
Title: Chairman of the Board of Directors

This document was prepared by:

James J. Roctor, Esquire

Florida Bar Number: 865494
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

H97000010453

H97000010453

PLAN OF MERGER

PLAN OF MERGER for the merger of VOLUNTEER CENTER OF CENTRAL FLORIDA, INC., a Florida not for profit corporation, into HEART OF FLORIDA UNITED WAY, INC., a Florida not for profit corporation.

1. The names of the corporations planning to merge are VOLUNTEER CENTER OF CENTRAL FLORIDA, INC., a Florida not for profit corporation, and HEART OF FLORIDA UNITED WAY, INC., a Florida not for profit corporation. The name of the surviving corporation into which VOLUNTEER CENTER OF CENTRAL FLORIDA, INC. plans to merge is HEART OF FLORIDA UNITED WAY, INC.

2. VOLUNTEER CENTER OF CENTRAL FLORIDA, INC. and HEART OF FLORIDA UNITED WAY, INC., pursuant to the provisions of the Florida Not For Profit Corporation Act, shall be merged with and into a single corporation, to wit, HEART OF FLORIDA UNITED WAY, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said surviving corporation under the name, HEART OF FLORIDA UNITED WAY, INC. The separate existence of VOLUNTEER CENTER OF CENTRAL FLORIDA, INC., which is sometimes hereinafter referred to as the "Non-Surviving Corporation," shall cease upon the effective date of the merger.

3. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended.

4. The present Bylaws of the Surviving Corporation shall be the Bylaws of said Surviving Corporation and will continue in full force and effect until amended.

5. The officers of the Surviving Corporation and Non-Surviving Corporation are hereby authorized, empowered and directed to execute and file Articles of Merger with the Florida Department of State, as well as any and all other documents necessary to effectuate the merger.