

N98000001045

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merger  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EMERALD COAST UNITED, INC.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Julie M. Hoegg  
(Contact Person)

Emerald Coast United  
(Firm/Company)

P.O. Box 236  
(Address)

Destin, FL 32540  
(City/State and Zip Code)

For further information concerning this matter, please call:

Julie Hoegg At (850) 902-5670  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (~~Please send an additional copy of your document if a certified copy is requested~~)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Emerald Coast United, Inc.</u>	<u>FLORIDA</u>	<u>N98000001045</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Niceville Area Soccer Club, Inc.</u>	<u>FLORIDA</u>	<u>N02000002909</u>
<u>Emerald Coast United, Inc.</u>	<u>Florida</u>	<u>N98000001045</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on August 4, 2006.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
58 FOR 6 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on August 4, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 53 FOR 2 AGAINST

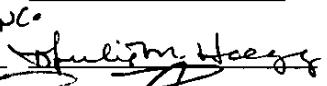
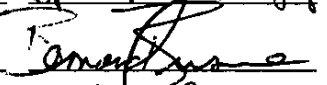
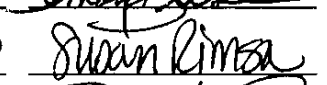
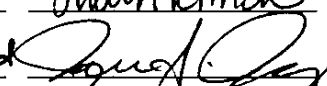

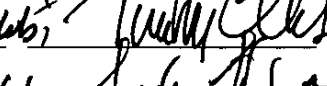
**SECTION II**

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Emerald Coast United, <sup>INC.</sup>		Julie M. Haegg, President
Emerald Coast United		Bernard Busorne, General Manager
Emerald Coast United		Susan Rimsa, Treasurer
Emerald Coast United		Renee Ramirez, Secretary
Niceville Area Soccer Club, <sup>INC.</sup>		Timothy C. Andersen, Treasurer
Niceville Area Soccer Club		Frank Halbert, Registrar

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Emerald Coast United, INC.

FLORIDA

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Niceville Area Soccer Club, Inc.

FLORIDA

Emerald Coast United, Inc.

Florida

The terms and conditions of the merger are as follows:

See Section A on the Attachment

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See Section B on the Attachment

Other provisions relating to the merger are as follows:

**Attachment to Articles of Merger by and between Emerald Coast United, Inc. and Niceville Area Soccer Club, Inc.**

**Section A: Terms and conditions of the merger.**

1. Sign and date By-Laws
2. Sign and date Articles of Merger
3. Make 3+ copies of the executed documents
  - The original and 1 Copy for the State of Florida to be mailed to:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314
  - 1 Copy for Deliver to Niceville Area Soccer Club, Inc.
  - 1+ Copies for Emerald Coast United, Inc.
4. Mail the documents and a check to the State of Florida for \$43.75
5. Upon receipt of the certified copy from the State of Florida forward the certified copy with all required documents that reflect the changes in the organization including the By-Laws and changes to the Articles of Incorporation (Section B) which reflect the new organization to the IRS.
  - IRS
  - TEGE
  - Attn: Correspondence Unit, Rm 4024
  - P.O. Box 2508
  - Cincinnati, OH 45201
6. Upon Proof of the above the Niceville Area Soccer Club, Inc. will transfer the remaining assets to Emerald Coast United, Inc. on or before December 31, 2007

**Section B: Changes in the Articles of Incorporation**

- Any and all references or inferences to Wave in the Articles of Incorporation shall be amended such that they reflect the Emerald Coast United.
- The purpose of the organization shall state the following:  
*"The purpose shall be to develop, implement and promote a comprehensive youth soccer program across Northwest Florida to provide education and training as defined by the United States Soccer Federation (USSF)."*