

700877

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000001009 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : AKERMAN SENTERFITT & EIDSON
Account Number : 076656002425
Phone : (407)843-7860
Fax Number : (407)843-6610

RECEIVED

02 JAN -4 AM 8:01

DIVISION OF CORPORATIONS

2002 JAN -4 PM 4:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF
CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

merger

1/4/02

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

OSCEOLA COUNTY HUMANE SOCIETY, INC., a Florida corporation, 707762

INTO

**SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL
FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC., a Florida entity, 700877**

File date: January 4, 2002

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER
OF
OSCEOLA COUNTY HUMANE SOCIETY, INC.
WITH AND INTO
SOCIETY FOR THE PREVENTION OF
CRUELTY TO ANIMALS OF CENTRAL FLORIDA
(S.P.C.A. OF CENTRAL FLORIDA), INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JAN -4 PM 4:08

Pursuant to the provisions of Sections 617.1101, 617.1103, and 617.1105, Florida Statutes, **OSCEOLA COUNTY HUMANE SOCIETY, INC.**, a Florida not for profit corporation, and **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.**, Florida not for profit corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **OSCEOLA COUNTY HUMANE SOCIETY, INC.** and **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.** The surviving corporation shall be **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.**, which shall retain its name.

SECOND: The plan of merger is set forth in that certain Plan and Agreement of Merger dated the 31st day of December, 2001, between **OSCEOLA COUNTY HUMANE, INC.** and **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.** (the "Agreement of Merger"). An executed copy of the Agreement of Merger is attached hereto as composite Exhibit A and made a part hereof by reference as if fully set forth herein.

THIRD: The members of each of the parties to the Merger are not entitled to vote on the Agreement of Merger. The Agreement of Merger was adopted by the affirmative vote of the majority of the members of the respective Boards of Directors of **OSCEOLA COUNTY HUMANE SOCIETY, INC.** and **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.** by written consent each executed as of December 29, 2001. The number of directors in office for the **OSCEOLA COUNTY HUMANE SOCIETY, INC.** is five (5) and 4 voted for the Agreement of Merger. The number of directors in office for the **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.** is eleven (11) and eleven (11) voted for the Agreement of Merger.

((H02000001009 8)))

FOURTH: The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 31st day of December, 2001.

OSCEOLA COUNTY HUMANE SOCIETY, INC.

By: Liz Agnello, Pres.
Liz Agnello, President

**SOCIETY FOR THE PREVENTION OF CRUELTY
TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF
CENTRAL FLORIDA), INC.**

By: Patricia H. Gibson
Patricia Gibson, President

((H02000001009 8)))

((H02000001009 8)))

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") was made and entered into this 31st day of ~~June~~ 2001 by and among OSCEOLA COUNTY HUMANE SOCIETY, INC., a Florida not-for-profit corporation (hereinafter referred to as "Osceola") and SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC., a Florida not-for-profit corporation (hereinafter referred to as "SPCA"), both corporations being hereinafter sometimes collectively referenced as the "Constituent Corporations."

WHEREAS, Osceola is a not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of Florida, and SPCA is a not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deem it advisable, for the general welfare and advantage of the Constituent Corporations, that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Florida;

NOW THEREFORE, in consideration of the premises, and of the mutual agreements and covenants herein contained, it is agreed that Osceola shall be and it hereby is merged with and into SPCA, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. **Surviving Corporation: Name.** SPCA shall be the surviving corporation (the "Surviving Corporation") and the name of the Surviving Corporation shall, from and after the effective date of the merger, be SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA), INC.
2. **Certificate Of Incorporation And Purpose Of Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of SPCA as the same was filed and appears of record in the office of the Secretary of State of Florida and the objects and purposes of the surviving corporation shall be as set forth in said Certificate of Incorporation.
3. **Bylaws Of Surviving Corporation.** The bylaws of SPCA as they shall exist upon the effective date of the merger, shall be and remain and continue to be the bylaws of the Surviving Corporation after the date of the merger until they shall be altered, amended, or repealed as therein provided or as provided by law, and the bylaws of Osceola shall be null, void and no effect.
4. **Members.** Persons who are members of Osceola and persons who are members of SPCA on the effective date of the merger shall be and remain and continue to be members of the Surviving Corporation without payment of additional dues until the

normal renewal period for members of the Surviving Corporation. Any member of Osceola who wishes to resign from membership may do so.

5. Governance.

- (a) Persons who are Directors of SPCA on the effective date of the merger shall be and remain and continue to be Directors of the Surviving Corporation; such Directors shall hold office until the expiration of their elected term after the effective date of the merger and until their respective successors are elected or appointed in the manner provided in the bylaws of the Surviving Corporation.
- (b) A person selected by a majority of the Directors of Osceola shall be elected to a three (3) year term on the Board of Directors of SPCA.
- (c) The President of the Surviving Corporation shall create a committee of not more than seven (7) persons to propose to the SPCA Board of Directors a long-term plan of action for animal welfare activities in Osceola County, particularly focusing on establishment of a spay/neuter clinic, and to advise the Board of Directors of SPCA. The membership of the committee shall include up to two (2) persons selected from those who are currently on the Board of Directors of Osceola who are willing and able to provide meaningful service on the Committee. The said committee shall have such duration as the President of SPCA may determine, except it shall remain in existence at least until such time as SPCA has expended funds directly beneficial to the animals of Osceola County equal to the amount of cash assets of Osceola as of the effective date of the merger. Attached hereto is an aspirational timeline for the work of the committee, which shall be subject to adjustment according to circumstances arising in course of the committee's inquiries.
- (d) All persons who, upon the effective date of the merger, shall be executive or administrative officers of SPCA shall be and remain and continue to be the executive or administrative officers of the Surviving Corporation. Additional officers may be elected or appointed as provided in the bylaws of the Surviving Corporation.
- (e) The officers and Directors of the Surviving Corporation are:

Officers

Patricia Gibson	President
Randy Babitt	Vice President
Barbara Garwood	Treasurer
Sarah Castor	Secretary

Directors

Kazuko Staniszkis
Linda Burleson
Cynthia Matzick

((H02000001009 8)))

(((H02000001009 8)))

Michael McMahon
Fonda Ryan-Cerenzio
Patricia Gibson
Randy Babitt
Barbara Garwood
Sarah Castor
Stephanie Lyons
Liana Camacho

6. Effective Date Of Merger.

- (a) For all purposes of the laws of the State of Florida, this Plan and Agreement of Merger and the merger herein provided for shall become effective upon filing of this Plan and Agreement of Merger with the Secretary of State of Florida and the separate existence of Osceola, except insofar as it may be continued by statute, shall cease upon said date.
- (b) The corporate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of SPCA shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identifies, existence and purposes of Osceola shall be continued in and merged into SPCA and SPCA shall be fully vested therewith.

7. Effect Of Merger. On the effective date of the merger, Osceola and SPCA shall cease to exist separately and Osceola shall be merged with and into SPCA in accordance with the provisions of this Agreement and shall continue to exist as a not-for-profit Corporation governed by the laws of the State of Florida. On the effective date of the merger, SPCA shall possess all the rights, privileges, powers, franchises, licenses, whether or not by their terms assignable, and immunities, both of a public and a private nature, in properties, real, personal and mixed belonging to each of the Constituent Corporations, however acquired. Furthermore, all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the time of the merger, and all debts, contracts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to SPCA as the Surviving Corporation, and may be enforced against it to the extent as if they had been incurred or controlled by it.

8. Delivery Of Deeds And Instruments. Prior to and from and after the effective date of the merger and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers, licenses and franchises referred to in Paragraph 7 hereof and otherwise to carry out the intent and purposes of this Plan and Agreement of Merger. For the convenience of the parties and to facilitate the filing and recording of this Plan and Agreement of Merger, any number of

counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

9. **Right To Amend Certificate Of Incorporation.** The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provisions contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred on members therein are subject to this reservation.
10. **Applicable Law.** This Agreement is made pursuant to and shall be construed in accordance with the laws of the State of Florida. It shall inure to the benefit of and is binding upon Osceola and SPCA, and their respective successors and assigns.
11. **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the Constituent Corporations, and no person other than the Constituent Corporations shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.
12. **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, the President of Osceola has hereunto set her hand under its corporate seal, attested by its Secretary, and the President of SPCA has hereunto set her hand under its corporate seal, attested by its Secretary, all as of the day and year first above written.

ATTEST:

Judith A. Taylor
Judith A. Taylor, Secretary

CONSTITUENT ENTITIES:

OSCEOLA COUNTY HUMANE
SOCIETY, INC.,
a Florida not-for-profit corporation

By: Liz Agnello, pres.
Liz Agnello, President

ATTEST:

Sarah Castor
Sarah Castor, Secretary

SOCIETY FOR THE PREVENTION OF
CRUELTY TO ANIMALS OF
CENTRAL FLORIDA (S.P.C.A. OF
CENTRAL FLORIDA) INC., a Florida
not-for-profit corporation

By: Patricia Gibson
Patricia Gibson, President