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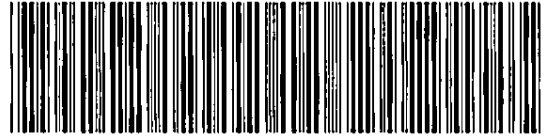
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2019 MAY -3 AM 11:27  
TALLAHASSEE, FLORIDA

RECEIVED  
19 MAY -3 PM 4:28  
DEPARTMENT OF STATE  
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17

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 749530 8272314

AUTHORIZATION :

COST LIMIT : \$70.00



ORDER DATE : May 2, 2019

ORDER TIME : 2:35 PM

ORDER NO. : 749530-005

CUSTOMER NO: 8272314

ARTICLES OF MERGER

GIRL SCOUT COUNCIL OF THE  
FLORIDA PANHANDLE, INC.

INTO

GIRL SCOUTS OF GATEWAY  
COUNCIL, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
GIRL SCOUT COUNCIL OF THE FLORIDA PANHANDLE, INC.  
WITH AND INTO  
GIRL SCOUTS OF GATEWAY COUNCIL, INC.**

Pursuant to and in accordance with Section 617.1105 of the Florida Not for Profit Corporation Act, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation (the "Merger").

First: The name and jurisdiction of the surviving corporation is Girl Scouts of Gateway Council, Inc, a Florida not-for-profit corporation (the "Surviving Corporation").

Second: The name and jurisdiction of the merging corporation is Girl Scout Council of the Florida Panhandle, Inc. ("Florida Panhandle Council").

Third: The merger shall become effective on May 3, 2019.

Fourth: The Plan of Merger is attached to and incorporated into these Articles of Merger as **Annex A**.

Fifth: The Plan of Merger was adopted by the members of the Surviving Corporation entitled to vote thereon on April 27, 2019. The number of votes cast for the Merger was sufficient for approval, and the vote for the Plan of Merger was as follows:

<u>184</u>	FOR
<u>19</u>	AGAINST

Sixth: The Plan of Merger was adopted by the members of Florida Panhandle Council entitled to vote thereon on April 13, 2019. The number of votes cast for the Merger was sufficient for approval, and the vote for the Plan of Merger was as follows:

<u>91</u>	FOR
<u>3</u>	AGAINST

These Articles of Merger have been executed as of the 2nd day of May, 2019.

**GIRL SCOUTS OF GATEWAY COUNCIL, INC.**

By:   
Name: Edmund Rastrelli  
Title: Chairman of the Board

**GIRL SCOUT COUNCIL OF THE FLORIDA  
PANHANDLE, INC.**

By: \_\_\_\_\_  
Name: Beverly A. Nash  
Title: President

**Annex A**

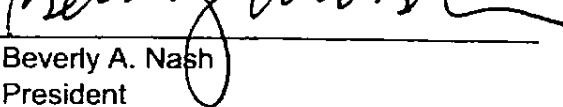
**Plan of Merger**

These Articles of Merger have been executed as of the 2nd day of May, 2019.

**GIRL SCOUTS OF GATEWAY COUNCIL, INC.**

By: \_\_\_\_\_  
Name: Edmund Rastrelli  
Title: Chairman of the Board

**GIRL SCOUT COUNCIL OF THE FLORIDA  
PANHANDLE, INC.**

By: \_\_\_\_\_  
Name: Beverly A. Nash  
Title: President

## PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of MARCH 27, 2019, is made by and between Girl Scouts of Gateway Council, Inc, a Florida not-for-profit corporation ("Gateway Council"), and Girl Scout Council of the Florida Panhandle, Inc., a Florida not-for-profit corporation ("Florida Panhandle Council"). Gateway Council and Florida Panhandle Council are sometimes collectively called the "Constituent Councils."

### RECITALS

The Board of Directors of each of the Constituent Councils deems it advisable and in the best interests of their respective Constituent Council and their respective members that the Constituent Councils merge, under and pursuant to Section 617.1101 *et seq.* of the Florida Not for Profit Corporation Act, Florida Statutes ("Florida Act"), into a single corporation (the "Merger"), and have approved this Plan of Merger and the Merger and have recommended the approval of this Plan of Merger and the Merger to the voting members of each of the Constituent Councils.

The parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions contained in this Plan of Merger, agree as follows:

### ARTICLE I

#### THE MERGER

1.1 **Surviving Council.** In accordance with the provisions of this Plan of Merger and the applicable laws of the State of Florida, as of the Effective Time (as defined in Section 1.2), Florida Panhandle Council shall be merged with and into Gateway Council, and the separate existence of Florida Panhandle Council shall cease. Gateway Council shall be the surviving corporation (Gateway Council in its capacity as the surviving corporation is sometimes called the "Surviving Council") and shall continue its corporate existence and organization under the laws of the State of Florida.

1.2 **Effective Time.** The Constituent Councils shall execute the Plan of Merger and, when approved by the members of each of the Constituent Councils, the Secretary of each of the Constituent Councils shall certify the approval of the Plan of Merger, and the President or Vice President of each of the Constituent Councils shall sign and acknowledge the Plan of Merger. The Plan of Merger, so approved by the members, certified by the Secretaries and acknowledged by the President, and the Articles of Merger shall be filed with the Secretary of State of the State of Florida. All other filings and recordings required under Section 617.1101 *et seq.* of the Florida Act with respect to and to effect the Merger also shall be made. The term "Effective Time" shall mean the later of:

- (a) The time of the filing of the Articles of Merger with the Secretary of State of the State of Florida; and
- (b) The time agreed upon by the parties to this Plan of Merger and designated in such filings in accordance with the Florida Act, as applicable.

1.3 **Effects of the Merger.** At the Effective Time, the Merger shall have the effects set forth in this Plan of Merger and in Section 617.1106 of the Florida Act. Without limiting the generality of the preceding sentence, and subject to the preceding sentence, at the Effective Time, all the assets, properties, rights, privileges, immunities, powers and franchises of the Constituent Councils shall vest in the Surviving Council, and all debts, liabilities and duties of the Constituent Councils shall become the debts, liabilities and duties of the Surviving Council.

1.4 **Directors.** At the Effective Time, the members of the board of directors of the Surviving Council shall be the following persons for the terms indicated, and each director shall hold office until their respective successors are duly elected and qualified or until their earlier death, resignation or removal:

Ed Rastrelli, Chair	April-2020
Cecil Gibson, Past Chair	April-2020
April Harrell-Devine, Chair Elect	April-2020
Salmaan Wahidi, Secretary/Treasurer	September-2020
John Andrews	April-2021
Christy Dickinson Waldenmaier	April-2021
Kacy Ealy	April-2021
Rachel Eastveld	April-2021
Stacey Foster	September-2020
Alexandria Hill	September-2020
Nicki Howard	September-2020
Desiree Janisse	May-2020
Ann Johnson	June-2019
Sandy McArthur	September-2020
David Pisano	April-2020
Tania Schmidt-Alpers	July-2020
Lauren Todd	September-2020
Willetta Richie	March-2021
Girl Board Member	July-2019
Girl Board Member	July-2019

In addition to the Board members listed above, the members of the Board of the Surviving Council shall include 3 director-at-large positions comprised of individuals who represent the



geographic area of the Florida Panhandle. Applications from interested parties and recommendations from the current Board Development Committee for the Florida Panhandle Council will be considered for a position on the Surviving Council board. The three representatives from the Florida Panhandle area will be vetted by the Board Development Committee of the Surviving Council and Dr. Marty O'Neill, and will be nominated for election by the membership of the Surviving Council in accordance with the Bylaws.

1.5 **Officers.** At the Effective Time, the first officers of the Surviving Council shall be the following persons, and each officer shall hold office until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal:

<u>Title</u>	<u>Name</u>
Chair of the Board	Ed Rastrelli
Chair-Elect	April Harrell-Devine
Secretary/Treasurer	Salman Wahidi
Immediate Past Chair	Cecil F. Gibson III

## **ARTICLE II CONVERSION OF MEMBERSHIP**

2.1 **Voting Members.** At the Effective Time, by virtue of the Merger and without any action on the part of either Constituent Council or its respective members, directors, or officers,

- (a) each voting membership in Florida Panhandle Council outstanding immediately prior to the Effective Time shall be automatically converted into one voting membership of the Surviving Council, and
- (b) each voting membership in Gateway Council outstanding immediately prior to the Effective Time shall not be changed in any manner and shall continue to represent one voting membership in the Surviving Council.

## **ARTICLE III MISCELLANEOUS**

3.1 **Amendment.** This Plan of Merger may be amended by the Boards of Directors of the Constituent Councils at any time before the Effective Time.

3.2 **Further Acts.** The respective officers of the Constituent Councils are hereby authorized, empowered and directed by the respective Boards of Directors of the Constituent Councils to do any acts and to make, execute, deliver, file and/or record any papers necessary, proper or convenient to effect any of the provisions of this Plan of Merger.

3.3 **Execution in Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

3.4 **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida without regard to its principles of conflicts of law.

This Plan of Merger has been executed on behalf of each of the Constituent Councils on this 14 day of March, 2019.

**GIRL SCOUTS OF GATEWAY COUNCIL, INC.**

By: \_\_\_\_\_  
Name:  
Title:

**GIRL SCOUT COUNCIL OF THE FLORIDA  
PANHANDLE, INC.**

By: Beverly A. Nash  
Name: Beverly A. Nash  
Title: President

3.3 **Execution in Counterparts**. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

3.4 **Governing Law**. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida without regard to its principles of conflicts of law.

This Plan of Merger has been executed on behalf of each of the Constituent Councils on this 21 day of March, 2019.

**GIRL SCOUTS OF GATEWAY COUNCIL, INC.**

By: Ed Kastrelli  
Name: Ed Kastrelli  
Title: Board Chair

**GIRL SCOUT COUNCIL OF THE FLORIDA  
PANHANDLE, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_