

701862

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEW CO. PARTNERSHIP, INC., a Florida corporation, N96000006633

INTO

FLORIDA EDUCATION ASSOCIATION, INC., a Florida corporation, 701862

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
222-0171

800-342-8086

701862



ACCOUNT NO. : 072100000032

REFERENCE : 204044 4307842

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

FILED
96 DEC 31 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 1996

ORDER TIME : 4:30 PM

ORDER NO. : 204044-005

CUSTOMER NO: 4307842

000002040650--0

CUSTOMER: Ms. Wilhelminia F. Kightlinger
Martin Ade Birchfield &
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

ARTICLES OF MERGER

NEW CO. PARTNERSHIP, INC.

INTO

FLORIDA EDUCATION ASSOCIATION,
INC.

RECEIVED
95 DEC 30 AM 8:19
SECRETARY OF STATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

Merger
1/13/97
DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1996

CSC NETWORKS
CARINA L. DUNLAP
TALLAHASSEE, FL

SUBJECT: NEW CO. PARTNERSHIP, INC.
Ref. Number: S94257

Please file 2nd

RESUBMIT
Please give original
submission date as file date.

We have received your document for NEW CO. PARTNERSHIP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The above corporation is a profit corporation. Please correct the merger documents by inserting PROFIT to replace NON-PROFIT. Also, on the adoption and approval by written consent, it must state by the directors with no shareholders action required or by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 496A00057648

RECEIVED
DEC 31 AM 3:20
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER OF NEW CO. PARTNERSHIP, INC.,
WITH AND INTO FLORIDA EDUCATION ASSOCIATION, INC.**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act for the purpose of merging New Co. Partnership, Inc., a Florida corporation not for profit ("New Co."), with and into Florida Education Association, Inc. ("FEA, Inc."), a Florida corporation not for profit.

1. The Plan of Merger dated as of December 20, 1996 (the "Plan") merging New Co. with and into FEA, Inc., is set forth in Exhibit 1 attached hereto and incorporated by this reference herein.
2. The effective date of the Merger is 12:01 a.m. on January 1, 1997.
3. The Plan has been approved, adopted, certified, executed, and acknowledged by New Co. and FEA, Inc., in accordance with Sections 617.01201, 617.1101, 617.1103, 617.1105, and 617.1106, of the Florida Not for Profit Corporation Act, and all other applicable laws.
4. These Articles of Merger were duly adopted and approved by Written Consent of the Board of Directors of New Co. dated December 20, 1996, and by Written Consent of the Board of Directors of FEA, Inc., dated December 20, 1996. As of the date of adoption of these Articles of Merger, New Co. and FEA, Inc., each had 3 Directors. The adoption and approval of the Plan was unanimous by the Board of Directors for both New Co. And FEA, Inc.
5. The members of New Co. and FEA, Inc., are not entitled to vote on either these Articles of Merger or the Plan.

IN WITNESS WHEREOF these Articles of Merger have been signed by the president and secretary of New Co. and by the president and secretary of FEA, Inc., each thereto duly authorized, this 20 day of December, 1996.

NEW CO. PARTNERSHIP, INC.

By Pat L. Tomillo, Jr.
Pat L. Tomillo, Jr.
President

ATTEST:

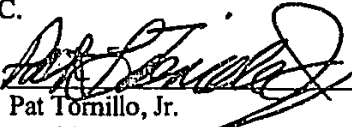
By Robert F. Lee
Print Name: Robert F. Lee
Secretary

(Corporate Seal)

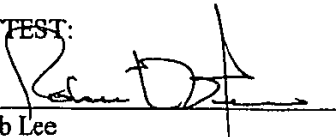


96 DEC 31 PM 4:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA EDUCATION ASSOCIATION,
INC.

By: 
Pat Tornillo, Jr.
President

ATTEST:


Bob Lee
Secretary

(Corporate Seal)

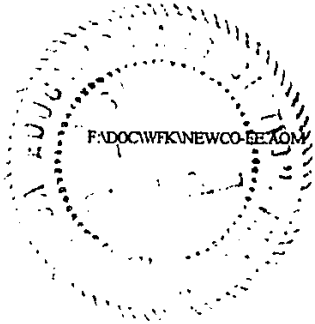


EXHIBIT 1

**AGREEMENT AND PLAN OF MERGER OF NEW CO. PARTNERSHIP, INC.,
AND FLORIDA EDUCATION ASSOCIATION, INC.**

This Agreement and Plan of Merger is made and entered into this 20th day of December 1996, by and between **NEW CO. PARTNERSHIP, INC.**, a Florida corporation not for profit ("New Co.", hereinafter sometimes referred to as the "Merging Corporation") and **FLORIDA EDUCATION ASSOCIATION, INC.**, a Florida corporation not for profit ("FEA, Inc.", hereinafter sometimes referred to as the "Surviving Corporation"), said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WITNESSETH, That

WHEREAS, New Co. is a corporation not for profit duly organized and existing under the laws of the state of Florida, having been duly incorporated on the 15th day of November 1991;

WHEREAS, FEA, Inc. is a corporation not for profit duly organized and existing under the laws of the state of Florida, having been duly incorporated on the 30th day of December, 1960;

WHEREAS, the principal office of New Co. is in Leon County, Florida, and the principal office of FEA, Inc. is in Leon County, Florida;

WHEREAS, the members of the Constituent Corporations are identical;

WHEREAS, the Directors of the Constituent Corporations deem it desirable and in the best business interests of the Constituent Corporations and their respective members that New Co. be merged into FEA, Inc., pursuant to the provisions of the Florida Not for Profit Corporation Act; and

WHEREAS, the parties hereto by appropriate resolutions adopted by their respective Boards of Directors have approved the Plan of Merger hereinafter set forth.

NOW THEREFORE, in consideration of the premises and of the mutual agreements, covenants, grants, and provisions herein contained, the parties hereby agree in accordance with the provisions of Chapter 617, Florida Statutes, that New Co. Partnership, Inc., a Florida corporation not for profit, and Florida Education Association, Inc., a Florida corporation not for profit, be, and they are hereby merged effective as of the close of business on December 31, 1996. The surviving and continuing corporation shall be Florida Education Association, Inc., a Florida corporation not for profit, said merger to be under the terms and conditions as follows:

ARTICLE I.
Merger

1. New Co. shall be merged with and into FEA, Inc. in accordance with the laws of the state of Florida. The separate corporate existence of New Co. shall thereby cease and FEA, Inc. shall be the Surviving Corporation.

2. The name of the Surviving Corporation after the merger shall be "Florida Education Association, Inc."

3. Except as herein otherwise specifically set forth from and after the Effective Time (as defined herein), the Surviving Corporation shall possess all of the rights, privileges, immunities, and franchises of the Constituent Corporations to the extent consistent with the Surviving Corporation's Articles of Incorporation. All of the rights, privileges, powers, and franchises of the Merging Corporation, of a public as well as a private nature, and all property, real, personal, and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities, and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation.

4. From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under The Florida Not For Profit Corporation Act and shall be liable and responsible for all of the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary, the identity, existence, purposes, powers, franchises, rights, immunities, and liabilities of the Surviving Corporations shall continue unaffected and unimpaired by the merger.

ARTICLE II.
Terms and Conditions of the Merger

1. The merger shall be effective as of 12:01 a.m. on January 1, 1997. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time".

2. Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time the Surviving Corporation shall determine that any further conveyance, assignment, or other

documents or any further action is necessary or desirable in order to vest in or confirm to the Surviving Corporation full title to all of the property, assets, rights, privileges, and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities, and franchises, and otherwise to carry out the purposes of this Agreement.

ARTICLE III.

Articles of Incorporation, By-laws, Directors, and Officers

1. The Articles of Incorporation of FEA, Inc., as amended and restated in Schedule I attached hereto and incorporated by this reference herein, shall after the merger continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with Florida law.


2. The By-laws of FEA, Inc., as in effect immediately prior to the Effective Time, shall after the merger continue to be the By-laws of the Surviving Corporation until duly amended in accordance with Florida law, and no change to such By-laws shall be affected by the merger.

3. The persons who are the directors and officers of FEA, Inc., immediately prior to the Effective Time shall after the merger continue as the directors and officers of the Surviving Corporation without change and shall serve subject to the provisions of the By-laws of the Surviving Corporation until their successors have been duly elected and qualified in accordance with Florida law, the Articles of Incorporation, and the By-laws of the Surviving Corporation.

This Agreement embodies the entire agreement between the parties hereto, and there are no agreements, understandings, restrictions, or warranties between the parties other than those set forth herein.

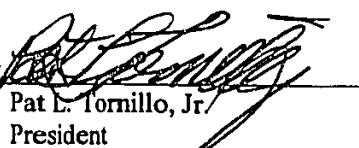
IN WITNESS WHEREOF, this Agreement has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors of the Constituent Corporations, all as of this 20th day of December, 1996.

ATTEST

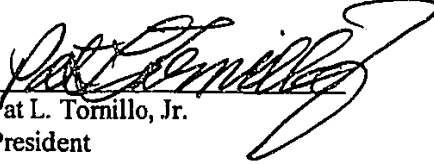
By 
Print Name: Robert F. Loe
Secretary

(Corporate Seal)

NEW CO. PARTNERSHIP, INC.

By 
Pat L. Tornillo, Jr.
President

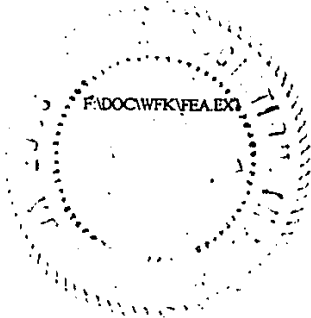
FLORIDA EDUCATION ASSOCIATION,
INC.

By: 
Pat L. Tornillo, Jr.
President

ATTEST:


Bob Lee
Secretary

(Corporate Seal)



SCHEDULE 1
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATION ASSOCIATION, INC.

A Florida Corporation Not For Profit

The undersigned, as President and Secretary of Florida Education Association, Inc., do hereby certify, in the capacities as stated above, that the following amendment and restatement of the Articles of Incorporation for the corporation does not require member approval and has been unanimously adopted and approved by the Board of Directors of the corporation by Written Consent dated December 20, 1996. The Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I.

NAME

The name of this corporation is Florida Education Association, Inc.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be 118 North Monroe Street, Tallahassee, Florida 32399-1700.

ARTICLE III.

PURPOSES

The corporation is organized exclusively for the purpose of holding title to real property, or holding an interest in corporations or partnerships which hold title to real property and collecting income therefrom for the exclusive benefit of organizations exempt from tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws).

The corporation has not been formed for pecuniary profit or financial gain, and no part of

the net earnings of the corporation shall be distributable to or inure to the benefit of its officers, directors, or any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose as set forth in this Article III. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida is 118 North Monroe Street, Tallahassee, Florida 32399-1700, and the name of the initial registered agent of this corporation at that address is Pat L. Tomillo, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V.

INCORPORATORS

The name and address of each incorporator of this corporation at the time this corporation was incorporated were:

Sarah Goodman
Orlando, Florida

M. L. Stone
Tallahassee, Florida

Ed. B. Henderson
Tallahassee, Florida

W.T. Edwards
Tallahassee, Florida

Cona Loyless
Tallahassee, Florida

Amos Godby
Tallahassee, Florida

Thos. D. Bailey
Tallahassee, Florida

M. O. Harrison
Tallahassee, Florida

ARTICLE VI.

MEMBERS

The corporation shall have members. The Bylaws of the corporation shall contain provisions relating to qualification for membership, the rights of members, and other such matters.

ARTICLE VII.

DIRECTORS

The powers, business, and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws, but there shall at all times be at least three directors. The method of electing the directors shall be as provided in the Bylaws.

ARTICLE VIII.

OFFICERS

The officers of the corporation shall be elected by the members annually and in the manner provided in the Bylaws. Each officer shall hold his or her respective office until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors.

ARTICLES IX.

BYLAWS

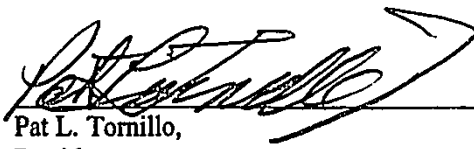
The Board of Directors, by majority vote, may repeal, amend, or adopt Bylaws for the corporation pursuant to these Articles.

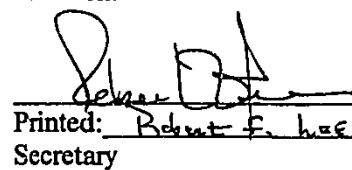
ARTICLES X.

AMENDMENTS

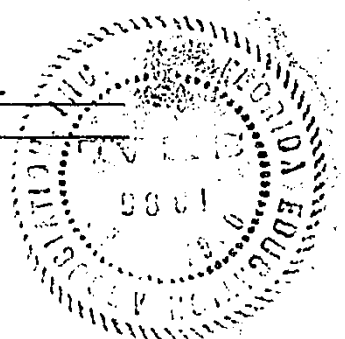
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand this 20th day of December, 1996.


Pat L. Tornillo,
President

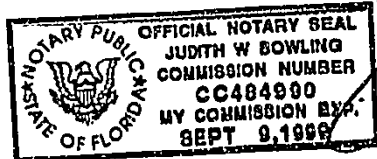

Printed: Robert F. Lee
Secretary

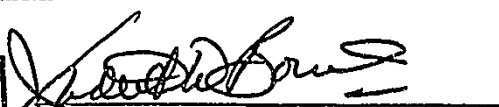
(Corporate Seal)



STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 20 day of December 1996, by Pat L. Tornillo, as President of Florida Education Association, Inc., on behalf of the corporation, who is personally known to be or who has produced _____ as identification.




Printed: _____
Notary Public, State of Florida
at Large.
My commission expires: _____
Serial Number: _____

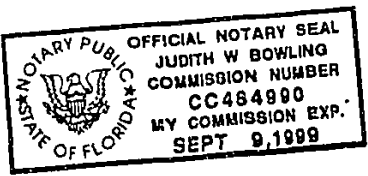
[Notarial Seal]



STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 20 day of Dec,
1996, by Robert Lee, as Secretary of Florida Education Association, Inc.,
on behalf of the corporation, who () is personally known to be or who () has produced
_____ as identification.

Judith W. Bowling
Printed: _____
Notary Public, State of Florida
at Large.
My commission expires: _____
Serial Number: _____

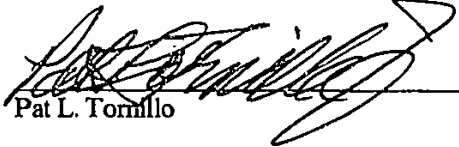


[Notarial Seal]

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
FLORIDA EDUCATION ASSOCIATION, INC.**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon FLORIDA EDUCATION ASSOCIATION, INC., a corporation not for profit organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 118 North Monroe Street, Tallahassee, Florida 32399.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Tallahassee, Leon County, Florida, on this 20th day of December, 1996.


Pat L. Tomillo

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