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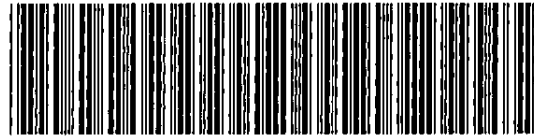
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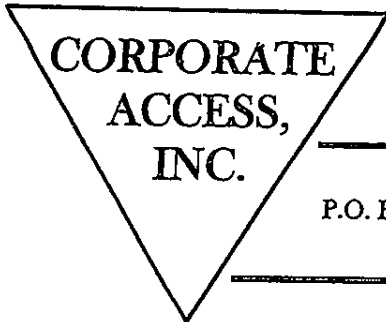
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Merger

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Merger

1. Golda Meir/kent Jewish Center, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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**ARTICLES OF MERGER
OF
GOLDA MEIR/KENT JEWISH CENTER, INC.,
a Florida not-for profit corporation,
with and into
JCC Suncoast, Inc.,
a Florida not-for-profit corporation**

The undersigned corporations, in accordance with the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are **JCC SUNCOAST, INC.**, a Florida not-for-profit corporation, (the "Surviving Corporation") and **GOLDA MEIR/KENT JEWISH CENTER, INC.**, a Florida not-for-profit corporation (the "Merged Corporation"). Each of the Surviving Corporation and the Merged Corporation is an organization that is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. Surviving Corporation; Articles of Incorporation. The corporation to survive the Merger is **JCC SUNCOAST, INC.**, as set forth on the Amended and Restated Articles of Incorporation, a copy of which is attached hereto as Exhibit "A".

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "B" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by a majority vote of the Board of Directors -present at a meeting of the Board of Directors of the Surviving Corporation on August 25, 2011, which vote is sufficient to approve the Plan of Merger. The Plan of Merger was duly adopted by a majority vote of the Board of Directors present at a meeting of the Board of Directors of the Merged Corporation on August 25, 2011, which vote is sufficient to approve the Plan of Merger and the members of the Merged Corporation have no voting rights.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of this 25th day of August 2011 and are being filed in accordance with Section 617.1105 and 617.01201 of the Florida Not-For-Profit Corporation Act by duly authorized officers for each party.

JCC SUNCOAST, INC. a Florida not-for-profit corporation

GOLDA MEIR/KENT JEWISH CENTER, INC., a Florida not-for-profit corporation

By: _____

Name: _____

Title: _____

(CORPORATED SEAL)

By: _____

Name: _____

Title: _____

(CORPORATED SEAL)

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF JEWISH COMMUNITY CENTER OF PINELLAS COUNTY, INC.

Jewish Community Center of Pinellas County, Inc., a Florida not for profit corporation, in accordance with the Florida Not for Profit Corporation Act and its Bylaws, hereby adopts the following Amended and Restated Articles of Incorporation

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be JCC SUNCOAST, INC., which is hereinafter referred to as "Corporation."

ARTICLE II

PURPOSE

The objects and purposes of this Corporation shall be to maintain and conduct educational and recreational activities to serve the community of Pinellas County, Florida; to acquire properties and to construct buildings for such purposes; to engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship among its members and which shall promote and foster educational, recreational, physical and social activities of its members and friends and that they may acquire knowledge and understanding of other cultures and languages; to promote and foster mutual understanding and goodwill among persons of all races, creeds, religions and ancestries; to engage in such activities as shall raise the standards of civic morality in community welfare through educational, recreational and social programs; and to disseminate such knowledge as shall be useful for its members in their work and home life as shall make them more proficient in their activities as citizens and residents of the State of Florida.

Notwithstanding any provision hereof to the contrary, this Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes defined within Section 501(c) (3) of the Internal Revenue Code of 1986, or, the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

RESTRICTED ACTIVITIES

Notwithstanding any other provision hereof, this Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, or, the corresponding provision

of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, or, the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERS

a. Non-Voting Members. This Corporation shall be a membership corporation, and its members shall consist of all such persons who shall: (i) fill out a membership application; (ii) demonstrate support for the purposes of this Corporation; (iii) pay the proper membership fees; and (iv) be approved by a majority of a quorum of the Board of Directors. A person's membership application shall be determined without regard to race, creed, color, sex or religion, but membership shall not be granted to any person who shall not have attained the age of eighteen (18) years at the time of the application for membership. These members shall be nonvoting.

b. Voting Members. Voting Members will be those Members who sit on the Board of Directors.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Management by Directors. The property and affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than five (5) persons, the exact number to be determined from time to time in accordance with the By-Laws. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Current Board of Directors. The names and addresses of the current Board of Directors of the Corporation, who shall hold office until qualified successors are duly elected and have taken office, are as follows:

Todd Siegel
Abbie Grant
Adam Lopatin
Dean Hershkowitz
Jay Epstein

Mindy Solomon
Rebecca Horowitz
Reva Kent
Richard Oremland
Rick Ryder

Robert Entel
Ron Frankel
Sally Laufer
Stan Newmark
Steve Klein

Section 3. Election of Members of the Board of Directors. Successors for the current Board of Directors of the Corporation shall be elected by the Voting Members as set forth in the By-Laws of the Corporation.

Section 4. Duration of Office. Members elected by the Board of Directors shall hold office for a term of two (2) years. The By-Laws of the Corporation May provide for term limits and the method of voting for the removal of a director.

Section 5. Vacancies. If a Director shall for any reason cease to be a Director, the Board of Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

OFFICERS

Section 1. Officers Provided For. The Corporation shall have a President, Vice President, Secretary and Treasurer (or Vice President of Finance), and such other Officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The Officers of the Corporation shall be elected by the Board of Directors for a term of two (2) years and until qualified successors are duly elected and have taken office. The By-Laws may provide for term limits and method of voting for the removal of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE IX

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Amended and Restated Articles of Incorporation. Such By-Laws may be altered, amended or repealed only by the Board of Directors.

ARTICLE X

AMENDMENTS

Amendments to these Amended and Restated Articles of Incorporation may be adopted only by the Board of Directors pursuant to notice of a meeting, whether annual, scheduled or

special. Any such amendment must be approved by not less than sixty-six and two-thirds (66 2/3%) percent of those voting at a meeting at which a quorum is present.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 7217 17TH COURT NORTHEAST, ST. PETERSBURG, FL 33702. The registered agent shall be Ron Frankel. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII

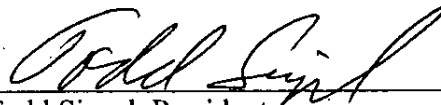
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Jewish Federation of Pinellas County, Inc., if it shall be at such time an organization qualified for exemption under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). If it is not so qualified, then any remaining assets shall be distributed to organizations which are so qualified, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this Corporation.

These Amended and Restated Articles of Incorporation have been adopted by unanimous consent of the Board of Directors of the Corporation on the 25th day of August, 2011, which vote is sufficient to approve these Amended and Restated Articles of Incorporation pursuant to Sections 617.1007 and 617.1002, Florida Statutes and there are no Members entitled to vote on the amendments included in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation on behalf of the corporation this 25th day of August 2011.

JEWISH COMMUNITY CENTER OF PINELLAS COUNTY, INC.

By: 
Todd Siegel, President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.



Ron Frankel, Vice President

EXHIBIT B

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into this 25th day of August 2011, by and between **JCC SUNCOAST, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation"), and **GOLDA MEIR/KENT JEWISH CENTER, INC.**, a Florida not-for-profit corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation hereby adopt a plan of merger pursuant to Section 617.1101, of the Florida Not For Profit Corporation Act.

B. The Surviving Corporation and the Merged Corporation desire to merge and combine in order to more efficiently further the tax exempt charitable purposes of both corporations.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, **GOLDA MEIR/KENT JEWISH CENTER, INC.**, a Florida not-for-profit corporation, shall merge with and into **JCC SUNCOAST, INC.**, a Florida not-for-profit corporation, in accordance with the laws of the State of Florida. **JCC SUNCOAST, INC.**, a Florida not-for-profit corporation shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of **GOLDA MEIR/KENT JEWISH CENTER, INC.** (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Amended and Restated Articles of Incorporation of **JCC SUNCOAST, INC.**, are attached as Exhibit "A" to the Articles of Merger. Said Amended and Restated Articles of Incorporation of the Surviving Corporation, shall be and remain the Amended and Restated Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws of the Surviving Corporation.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agrees that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of each Merged Corporation shall cease. As provided by the Florida Not For Profit Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and

obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Membership. On the Effective Date of the Merger, each person who is a member of the Merged Corporation shall become a member of the Surviving Corporation and the members of the Surviving Corporation shall continue to be members of the Surviving Corporation.

7. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

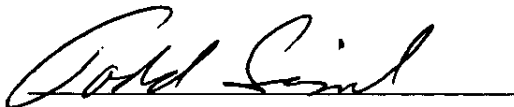
8. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances or documents or take such actions.

9. Amendment/Abandonment of Plan. The Board of Directors of the Merged Corporation and the Surviving Corporation, respectively, have been authorized to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the any members of the Merged Corporation or the Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

JCC SUNCOAST INC, a Florida not-for-profit corporation

By:



Name:

Todd Siegel

Title:

President

(CORPORATED SEAL)

GOLDA MEIR/KENT JEWISH CENTER, INC., a Florida not-for-profit corporation

By:



Name:

RONALD S. FRANKEL

Title:

Vice President

(CORPORATED SEAL)