

Division of Corporations

703056

Florida Department of State

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MERGER OR SHARE EXCHANGE

SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND CHORUS ASSO

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ARTICLES OF MERGER
Merger Sheet

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PALM COAST YOUTH SYMPHONY, INC., a Florida corporation, document
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INTO

**SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND CHORUS
ASSOCIATION, INC., a Florida corporation, 703056**

File date: April 22, 1999

Corporate Specialist: Karen Gibson

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 21, 1999

SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND CHORUS ASSOCIA
8695 COLLEGE PKWY
SUITE 212-1
FORT MYERS, FL 33919US

SUBJECT: SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND CHORUS ASSOCIATION, INC.
REF: 703056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000009362
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ARTICLES OF MERGER

The undersigned, being the presidents of THE SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND CHORUS ASSOCIATION, INC. ("Symphony"), a Florida not for profit corporation, and PALM COAST YOUTH SYMPHONY, INC. ("Palm Coast"), a Florida not for profit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I
Plan of Merger

A copy of the plan of merger is attached as Exhibit "A".

ARTICLE II
Approval

The plan of merger was adopted by the Symphony at a meeting of its directors held on January 19, 1999. The number of votes cast in favor of the merger was unanimous. Pursuant to the Symphony's charter and bylaws, approval of the merger by the membership is not required.

The plan of merger was adopted by Palm Coast at a meeting of its directors held on April 14, 1999. The number of votes cast in favor of the merger was unanimous. Pursuant to Palm Coast's charter and bylaws, approval of the merger by the membership is not required.

ARTICLE III
Effective Date

The merger shall be effective on the date of filing of these articles of merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on April 20, 1999.

THE SOUTHWEST FLORIDA SYMPHONY
ORCHESTRA AND CHORUS ASSOCIATION,
INC., a Florida corporation

By: Paul Stark

Paul Stark, President

Prepared by: Theresa M. Kolish, Esq.
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

PALM COAST YOUTH SYMPHONY, INC., a
Florida corporation

By: Tom Kracmer

Tom Kracmer, President

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EXHIBIT "A"

**PLAN OF MERGER
OF
THE SOUTHWEST FLORIDA SYMPHONY ORCHESTRA AND
CHORUS ASSOCIATION, INC.
AND
PALM COAST YOUTH SYMPHONY, INC.**

This is a plan of merger between The Southwest Florida Symphony Orchestra and Chorus Association, Inc., a Florida not for profit corporation, and Palm Coast Youth Symphony, Inc., a Florida not for profit corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is The Southwest Florida Symphony Orchestra and Chorus Association, Inc., a Florida not for profit corporation ("Symphony"); and Palm Coast Youth Symphony, Inc., a Florida not for profit corporation ("Palm Coast").

**ARTICLE II
Merger**

Pursuant to Florida Statutes §617.1107, Palm Coast shall be merged into the Symphony (the "Merger").

**ARTICLE 3
Surviving Corporation**

The Symphony shall be the surviving corporation of the Merger.

**ARTICLE 4
Articles of Incorporation**

The Articles of Incorporation of the Symphony, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.

**ARTICLE V
Directors and Officers**

The directors and officers of the Symphony immediately prior to the Merger shall continue to be the directors and officers immediately following the Merger.

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ARTICLE VI**Members**

The members of the Symphony and Palm Coast immediately prior to the Merger shall all be members of the Symphony immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of the Symphony by its charter and bylaws.

ARTICLE VII**Assets and Liabilities**

On the effective date of the Merger, the separate existence of Palm Coast shall cease and the Symphony shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of Palm Coast shall, without further action, be vested in the Symphony immediately following the Merger. Following the Merger, the Symphony shall be responsible for all liabilities and obligations of Palm Coast. Any claim existing or action or proceeding pending against Palm Coast may be continued as if the Merger did not occur or the Symphony may be substituted for Palm Coast in any such proceeding. Neither the rights of creditors of nor any liens upon the property of Palm Coast shall be impaired by the Merger.

ARTICLE VIII**Effective Date**

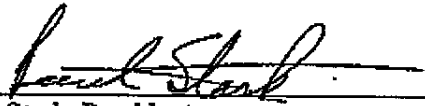
The Merger shall be effective upon the filing by the Florida Department of State of Articles of Merger, or at such other time specified in the Articles of Merger.

ARTICLE IX**Abandonment**

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors of the Symphony or the board of directors of Palm Coast or any time prior to the filing of Articles of Merger.

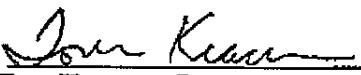
IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on April 20, 1999.

THE SOUTHWEST FLORIDA SYMPHONY
ORCHESTRA AND CHORUS ASSOCIATION,
INC.

By: 

Paul Stark, President

PALM COAST YOUTH SYMPHONY, INC.

By: 

Tom Kracmer, President