

703769

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MERGER OR SHARE EXCHANGE
UNITED WAY OF PALM BEACH COUNTY, INC.

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5/21/2002

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE UNITED WAY ROTUNDA FOUNDATION, INC., a Florida corporation,
document number N16587

INTO

UNITED WAY OF PALM BEACH COUNTY, INC., a Florida entity, 703769

File date: May 21, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

Jan CranL

May 21, 2002

UNITED WAY OF PALM BEACH COUNTY, INC.
P O BOX 20809
W PALM BCH, FL 33416-7809

SUBJECT: UNITED WAY OF PALM BEACH COUNTY, INC.
REF: 703769

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.

IT STATES THAT THE MERGER WAS ADOPTED BY THE DIRECTORS OF EACH CORPORATION. NO MENTION IS MADE OF THE MEMBERS OR THEIR VOTE. PLEASE ELABORATE OR SIMPLY STATE THAT NO MEMBER APPROVAL IS REQUIRED.

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 (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000141613
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Done

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
OF
UNITED WAY OF PALM BEACH COUNTY, INC.
AND
THE UNITED WAY ROTUNDA FOUNDATION, INC.

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TALLAHASSEE, FLORIDA
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SECRETARY OF STATE

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the domestic not for profit corporations herein named do hereby adopt the following articles of merger.

ARTICLE I
Plan of Merger

1. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof by reference, merges The United Way Rotunda Foundation, Inc., a Florida not for profit corporation, with and into United Way Of Palm Beach County, Inc., a Florida not for profit corporation.

ARTICLE II
Approval

The plan of merger was adopted by the Board of Directors of The United Way Rotunda Foundation, Inc. on February 26, 2002. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous. No member approval is required.

The plan of merger was adopted by the Board of Directors of United Way Of Palm Beach County, Inc. on April 18, 2002. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous. No member approval is required.

ARTICLE II
Effective Date

4. The effective date of the merger herein provided for in the State of Florida shall be shall be as of the date of filing these Articles of Merger with the Secretary of State of Florida.

Executed on May 16, 2002.

UNITED WAY OF PALM BEACH
COUNTY, INC.

THE UNITED WAY ROTUNDA
FOUNDATION, INC.

By: Gale G. Howden
Gale G. Howden, President

By: John Flanigan
John Flanigan, President

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PLAN OF MERGER
OF
UNITED WAY OF PALM BEACH COUNTY, INC.
AND
THE UNITED WAY ROTUNDA FOUNDATION, INC.

This is a plan of merger between The United Way Rotunda Foundation, Inc., a Florida not for profit corporation, and United Way Of Palm Beach County, Inc., a Florida not for profit corporation.

ARTICLE I
Constituent Corporations

The name of each constituent corporation is The United Way Rotunda Foundation, Inc., a Florida not for profit corporation ("Rotunda"); and United Way Of Palm Beach County, Inc., a Florida not for profit corporation (United Way").

ARTICLE II
Merger

Under F.S. 617.1107 Rotunda shall be merged into United Way (the "Merger").

ARTICLE III
Surviving Corporation

United Way shall be the surviving corporation of the Merger.

ARTICLE IV
Articles of Incorporation

The articles of incorporation of United Way 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 United Way immediately prior to the Merger shall continue to be its directors and officers subsequent to the Merger.

ARTICLE VI
Members

The Members of Rotunda and of United Way immediately prior to the Merger shall all be members of United Way immediately following the Merger, and, without further action, shall

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possess all of the rights and obligations granted to members of United Way by its charter and bylaws.

ARTICLE VII
Assets and Liabilities

On the effective date of the merger, the separate existence of Rotunda shall cease and United Way, without further action, shall possess all of Rotunda's rights and privileges immediately preceding the Merger. All assets of any nature of Rotunda, without further action, shall be vested in United Way immediately following the Merger; *provided however*, that the cash now held in the accounts of Rotunda, after the payment of liabilities and transfer pursuant to the merger, be fenced by United Way until the earlier of (a) the completion of contemplated renovations to the United Way Headquarters building located in Boynton Beach, FL, or (b) twelve months, and that thereafter any remaining such monies be transferred to an account or fund limited to supporting the maintenance and operation of the physical plant of the United Way Headquarters building located in Boynton Beach. Following the Merger, United Way shall be responsible for all liabilities and obligations of Rotunda. Any claim existing or action or proceeding pending against Rotunda may be continued as if the Merger did not occur or United Way may be substituted for Rotunda in any such proceeding. Neither the rights of creditors of nor any liens on the property of Rotunda shall be impaired by the Merger.

ARTICLE VIII
Effective Date

The Merger shall be effective when the articles of merger are filed with the Florida Department of State, or at such other time specified in the articles of merger.

ARTICLE IX
Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the Board of Directors of United Way or the Board of Directors of Rotunda at any time before the filing of the articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on May 16, 2002.

**UNITED WAY OF PALM BEACH
COUNTY, INC.,** a Florida not for profit
corporation.

**THE UNITED WAY ROTUNDA
FOUNDATION, INC.,** a Florida not for
profit corporation.

By: 
Gale G. Howden, President

By: 
John Flanigan, President