

LORUSSO & LOUD
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704728

John P. Kelly, P.A.
Board-Certified Trial Lawyer and Business Litigation Specialist

January 10, 2002

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-01/14/02--01065--007
*****35.00 *****35.00

Division of Corporations
P.O Box 6327
Tallahassee, FL 32314

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Re: Articles of Merger

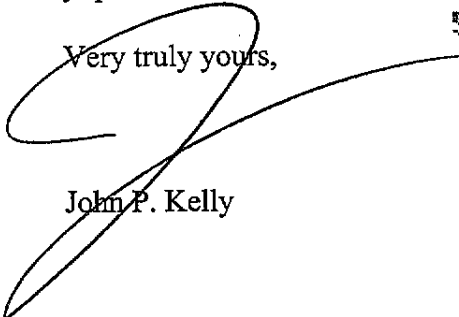
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To whom it may concern:

Enclosed please find Articles of Merger, along with two checks, each in the amount of \$35.00 representing the filing fee. Also enclosed are two checks in the amount of \$8.75, representing your fee for certified copies of the Articles. Please mail both certified copies of the Articles to my office address and I will forward them to the parties.

Please feel free to contact me with any questions.

Very truly yours,



John P. Kelly

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JPK:jb
Enclosures

FILED
02 JAN 14 PM 2: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 JAN 14 AM 8: 32
DIVISION OF CORPORATIONS

merger

JAN 14 2002

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**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**FRATERNAL ORDER OF POLICE FLORIDA LABOR COUNCIL, INC., a Florida
entity, N94000005137.**

INTO

**FLORIDA STATE LODGE FRATERNAL ORDER OF POLICE, INC., a Florida
entity, 704728**

File date: January 14, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Not for Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Florida State Lodge. Fraternal Order of Police, Inc. 242 Office Plaza Tallahassee, FL 32301 FEI Number 237585970	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Fraternal Order of Police Florida Labor Council, Inc. 5811 Memorial Highway Suite 104 Tampa, FL 33615 FEI Number: 593275358 Florida Doc. Number: N94000005137	Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached

Fourth: The merger shall become effective on the date of filing.

(Attach additional sheets if necessary)

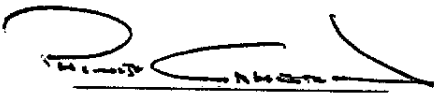
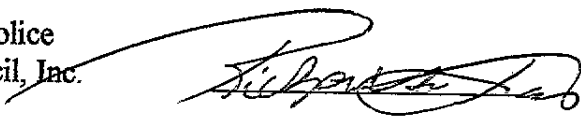
Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on December 21, 2001. The number of directors in office was 19. The vote for the plan was as follows: 15 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on December 21, 2001. The number of directors in office was 7. The vote for the plan was as follows: 6 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Florida State Lodge Fraternal Order of Police, Inc.		Philip Cameron, President
Fraternal Order of Police Florida Labor Council, Inc.		Richard Harris, Chairman

PLAN OF MERGER

1. Any and all necessary action be taken to effect with all deliberate speed a merger in accordance with Chapters 607 and 617 of Florida Statutes between the Florida State Lodge, Fraternal Order of Police, Inc., a Florida non-profit corporation, and the Fraternal Order of Police Florida Labor Council, Inc., a Florida non-profit corporation, with the Florida State Lodge, Fraternal Order of Police, Inc. as the surviving corporation ("the surviving corporation").
2. In accordance with Fla. Stat. § 617.1101, there are no other terms and conditions of the proposed merger; there will be no changes in the articles of incorporation of the surviving corporation to be effected by the merger; and there are no other provisions with respect to the merger.
3. Articles of Merger shall be filed with the Florida Secretary of State in accordance with Florida Statutes § 617.1105.
4. The Fraternal Order of Police Florida Labor Council, Inc. shall cease its corporate existence as of the effective date of the merger.
5. All other action shall be taken with any governmental or regulatory entity to effect the merger in accordance with this Plan of Merger.
6. The intent of this Plan of Merger is that the present role of the Fraternal Order of Police Labor Council, Inc. shall continue in the future as a committee of the surviving corporation in accordance with, and subject to, the surviving corporation's existing Articles, By-laws, regulations, policies, and procedures, or as subsequently amended.
7. The current Board of Directors of the Fraternal Order of Police Florida Labor Council, Inc. shall continue as the Labor Committee of the Florida State Lodge, Fraternal Order of Police, Inc. until at least June 2002, subject to the surviving corporation's existing Articles, By-laws, regulations, policies, and procedures, or as subsequently amended.

