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September 4, 2002

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

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-09/09/02--01031--013
****105.00 ****105.00
78.75

Re: Corporate Merger of Florida Not for Profit Corporations
Dunedin Lodge No. 2275 - Document #705444
Clearwater Lodge No. 1525 - Document #720571

Dear Sirs:

Enclosed is the original Articles of Merger with attached Plan of Merger for the above named Florida corporations. Also, enclosed is a check in the amount of \$105.00 to file the Articles of Merger.

Sincerely,

/s/ David R. Carter

(Signed in Mr. Carter's absence
to avoid delay in mailing)

David R. Carter
Attorney at Law

DRC:gg

Enclosures

Oale Gagliardi

Merger / name change

HFT

9-27-2002

FILED
02 SEP - 9 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CLEARWATER LODGE NO. 1525, BENEVOLENT AND PROTECTIVE ORDER
OF ELKS OF THE UNITED STATES OF AMERICA, INCORPORATED, a Florida
corporation (#720571)

INTO

DUNEDIN LODGE NO. 2275, INC. BENEVOLENT AND PROTECTIVE ORDER
OF ELKS OF THE UNITED STATES OF AMERICA which changed its name to

**DUNEDIN/CLEARWATER NO. 1525 BENEVOLENT AND PROTECTIVE
ORDER OF ELKS OF THE UNITED STATES OF AMERICA, INCORPORATED**
, a Florida entity, 705444

File date: September 9, 2002

Corporate Specialist: Louise Flemming-Jackson

2002 SEP -9 AM 8: 24

ARTICLES OF MERGER
(Not for Profit Corporation)

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks of the United States of America	1240 San Christopher Drive P.O. Box 697 Dunedin, FL 34697-0697

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Clearwater Lodge No. 1525, Benevolent and Protective Order of Elks of the United States of America, Incorporated	2750 Sunset Point Road Clearwater, FL 33759

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by Surviving Corporation: The plan of merger was adopted by the members of the surviving corporation on February 27, 2001. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 43 FOR; 5 AGAINST.

Sixth: Adoption of Merger by Merging Corporation: The plan of merger was adopted by the members of the merging corporations on March 8, 2001. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 99 FOR; 17 AGAINST.

Seventh: Signatures for Each Corporation:

Name of Corporation	Trustees Signatures	Typed or Printed Names of Trustees
Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks of the United States of America	Sam Munro PER	SAM MUNRO
	Roberta Shuler	ROBERTA SHULER ERROR
	Deane Franklin	DEANE FRANKLIN
	Roger Clark PER	ROGER CLARK
	x George M. Hynson	George M. Hynson
	x Glenn L Price	GLENN L PRICE

Name of Corporation	Trustees Signatures	Typed or Printed Names of Trustees
Clearwater Lodge No. 1525, Benevolent and Protective Order of Elks of the United State of America, Incorporated	Sam Munro	SAM MUNRO ERROR
	Roberta Shuler	ROBERTA SHULER
	Roger Clark	ROGER CLARK ERROR
	Scott Lemacher	SCOTT LEMACHER
	Daniel Hayes	DANIEL HAYES
	Charles Kremmel	CHARLES KREMELMEN
	Robert J. MacInnis	ROBERT J. MACINNIS

PLAN OF MERGER

**Clearwater Lodge No. 1525 Benevolent and Protective Order of Elks
of the United States of America, Incorporated**

**Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks
of the United States of America**

WHEREAS, Clearwater Lodge No. 1525 Benevolent and Protective Order of Elks of the United States of America, Incorporated Board of Trustees on the 16th day of January 2001 approved and recommended that Clearwater Lodge No. 1525 Benevolent and Protective Order of Elks of the United States of America, Incorporated merge with Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks of the United States of America.

WHEREAS, Clearwater Lodge No. 1525 Benevolent and Protective Order of Elks of the United States of America, Incorporated and Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks of the United States of America's Joint Board of Trustees approved the merger to become effective on the 9th day of March, 2001 by proper vote according to Grand Lodge Statute 11.060.

WHEREAS, the following resolution is presented by the Joint Board of Trustees:

1. The surviving corporation, Dunedin Lodge No. 2275, Inc. Benevolent and Protective Order of Elks of the United States of America, is changing its name to:

**DUNEDIN/CLEARWATER NO. 1525
BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA, INCORPORATED**