

706855

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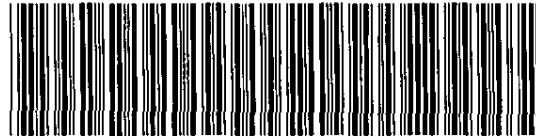
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4-1-2015

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Date: 3-26-15

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Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen

Merger:

File  
1st

Corporation Name:

Young Men's Christian Assn  
of Berward County, Fla.  
→ The Young Men's Christian Association  
of Greater Miami, Inc.

Entity Number (if applicable):

NO0862 → 706855

Authorization:

Kim Pullen

☐ Certified Copy

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✓	NEW FILINGS/OTHER FILINGS	✓	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT		AMENDMENT
X	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER	X	MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

**LEWIS W. FISHMAN**  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR AT LAW  
9400 SOUTH DADELAND BLVD.  
SUITE 300  
MIAMI, FL 33156

LEWIS W. FISHMAN  
FLORIDA BAR BOARD CERTIFIED IN HEALTH LAW

TELEPHONE (305) 670-2100  
FAX (305) 670-4847

March 25, 2015

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

Re: Merger Between The Young Men's Christian Association of Greater Miami, Inc. (Charter No. 706855) and the Young Men's Christian Association of Broward County, Florida, Inc. (Charter No. N00862)

To Whom It May Concern:

Enclosed please find the Articles of Merger relative to the above referenced entities, appended to which is the Plan of Merger, together with a check in the amount of \$70.00, payable to the Florida Department of State, representing the filing fee. The effective date of the merger, as set forth in the Articles of Merger, is April 1, 2015.

Please return all correspondence regarding this matter and/or in the event you have any questions or need further information, as follows:

Lewis W. Fishman  
Lewis W. Fishman, P.A.  
9130 South Dadeland Blvd.  
Suite 1121  
Miami, Florida 33156  
305 670-2100  
305 670-0793 fax  
lwfp@aol.com

Return to:

Kim Pullen  
Carleton Fields Jordan Burt  
(850) 513-3619

Sincerely,



Lewis W. Fishman

LWF:  
Encls.

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER**

of

**YOUNG MEN'S CHRISTIAN ASSOCIATION OF  
BROWARD COUNTY, FLORIDA, INC.**

N00862

with and into

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF  
GREATER MIAMI, INC.**

706855

In accordance with the requirements of the Florida Corporation Not-For-Profit Act, Chapter 617, Florida Statutes, (the "Act"), The Young Men's Christian Association of Greater Miami, Inc., a Florida not-for-profit corporation, d/b/a YMCA of Greater Miami (hereinafter "Miami YMCA"), and the Young Men's Christian Association of Broward County, Florida, Inc., a Florida not-for-profit corporation, d/b/a YMCA of Broward County (hereinafter, "Broward YMCA"), desiring to effect a merger (the "Merger"), hereby certify as follows:

**ARTICLE I**  
**Surviving Corporation**

**EFFECTIVE DATE**  
4-1-2015

**Section 1.1** The name of the corporation surviving the Merger is The Young Men's Christian Association of Greater Miami, Inc. (the "Surviving Corporation").

**Section 1.2** The Surviving Corporation is, and shall remain a Florida not-for-profit corporation existing pursuant to the provisions of the Act.

**ARTICLE II**  
**Merging Corporation**

**Section 2.1** The name of the corporation merging into the Surviving Corporation is the Young Men's Christian Association of Broward County, Florida, Inc. (the "Merging Corporation"). The Merging Corporation is a Florida not-for-profit corporation existing pursuant to the provisions of the Act.

**Section 2.2** The separate corporate existence of the Merging Corporation shall cease to exist upon the filing of the Articles of Merger.

**ARTICLE III**  
**Plan of Merger**

The Plan of Merger, containing such information as required by Section 617.1101, Florida Statute, is set forth on Exhibit 1, appended to these Articles of Merger and incorporated herein.

**ARTICLE IV**  
**Manner of Adoption and Vote**

**Section 4.1 Action by Surviving Corporation.**

a) **Action by Miami YMCA Directors.** The Board of Directors of the Surviving Corporation consists of 14 directors. The Plan of Merger was approved by unanimous vote of the Board of Directors of the Surviving Corporation at a meeting duly called and held on February 25, 2015, at which a quorum of such Board was present.

b) **No Action by Members Required.** There are no members of the Surviving Corporation.

**Section 4.2 Action by Merging Corporation.**

a) **Action by Broward YMCA Directors.** The Board of Directors of the Merging Corporation consists of 27 directors. The Plan of Merger was approved by unanimous vote of the Board of Directors of the Merging Corporation at a meeting duly called and held on February 25, 2015, at which a quorum of such Broward was present.

b) **No Action by Members Required.** There are no members of the Merging Corporation.

**ARTICLE V**  
**Articles of Incorporation**

The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be amended and restated in the form of the Amended and Restated Articles of Incorporation included in the Plan of Merger and shall as of the Effective Date be the Articles of Incorporation of the Surviving Corporation.

**ARTICLE VI**  
**Effective Date**

These Articles of Merger shall be effective on April 1, 2015.

*[Signature page to follow]*

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by a duly authorized officer acting for and on behalf of each such corporation, this 25<sup>th</sup> day of March, 2015.

**SURVIVING CORPORATION:**

The Young Men's Christian Association of  
Greater Miami, Inc.

By: [Signature]  
Printed: LISA KAPLER  
Title: CHAIRMAN

**MERGING CORPORATION:**

Young Men's Christian Association of  
Broward County, Inc.

By: [Signature]  
Printed: STEVE LOONEY  
Title: Chairman

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**EXHIBIT 1**  
**PLAN OF MERGER**

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This Plan of Merger (this "Plan") is adopted as of March 25, 2015 between The Young Men's Christian Association of Greater Miami, Inc., a Florida not-for-profit corporation, d/b/a YMCA of Greater Miami (hereinafter the "Surviving Corporation"), and The Young Men's Christian Association of Broward County, Florida, Inc., a Florida not-for-profit corporation, d/b/a YMCA of Broward County (hereinafter, "Merging Corporation").

**RECITALS**

The Boards of Directors of each of the Merging Corporation and the Surviving Corporation have determined that it is advisable and in the best interests of each such corporation that the Merging Corporation be merged with and into the Surviving Corporation on the terms and subject to the conditions set forth herein (the "Merger").

**ARTICLE 1**  
**The Merger**

At the Effective Date (as defined in Article IV hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Florida Corporation Not-For-Profit Act, Chapter 617, Florida Statutes, (the "Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue under the laws of the State of Florida.

**ARTICLE II**  
**The Surviving Corporation**

A. Upon the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be amended and restated in the form of the Amended and Restated Articles of Incorporation attached hereto as Schedule A and shall as of the Effective Date be the Articles of Incorporation of the Surviving Corporation.

B. Upon the Effective Date, the Bylaws of the Surviving Corporation, as modified in connection with the Merger, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. Upon the Effective Date, the officers and directors of the Surviving Corporation, as modified in connection with the Merger, shall be the officers and directors of the Surviving Company until their successors are elected and have qualified.

**ARTICLE III**  
**Effect of Merger**

At the Effective Date, all property, rights, privileges, powers and franchises of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation, and all liabilities and obligations of the Surviving Corporation and the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

**ARTICLE IV**  
**Effective Date**

As used in this Agreement, the term "Effective Date" shall mean April 1, 2015.

**ARTICLE V**  
**Taking of Necessary Action**

If at any time after the Effective Date any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all necessary action to accomplish same.

**ARTICLE VI**  
**Termination**

At any time before the Effective Date (whether before or after the filing of the Articles of Merger), this Plan of Merger may be terminated and the Merger abandoned by mutual written consent of the Board of Directors of both Surviving Corporation and the Merging Corporation.