

6/23/2016

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000153722 3)))



H160001537223ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

16 JUN 24 AM 7:38

MERGER OR SHARE EXCHANGE

United Cerebral Palsy of Central Florida, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

2016 JUN 24 A 8:55

6/24/16

Electronic Filing Menu

Corporate Filing Menu

Help

Meiser
JUN 27 2016
FAX

2016 JUN 24 A 8:55

ARTICLES OF MERGER

OF

BETA CENTER, INC.,
a Florida not-for-profit corporation,

INTO

UNITED CEREBRAL PALSY OF CENTRAL FLORIDA, INC.,
a Florida not-for-profit corporation

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

FIRST: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
United Cerebral Palsy of Central Florida, Inc.	Florida	707578

SECOND: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BETA Center, Inc.	Florida	723850

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on June 30, 2016.

FIFTH: BETA Center, Inc. does not have members. The Plan of Merger was adopted by the board of directors of BETA Center, Inc. on May 12, 2016. The number of directors in office was 16. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

11 FOR; 0 AGAINST, 5 NOT VOTING.

SIXTH: United Cerebral Palsy of Central Florida, Inc. does not have members. The Plan of Merger was adopted by the board of directors of United Cerebral Palsy of Central Florida, Inc. on June 22, 2016. The number of directors in office was 29. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

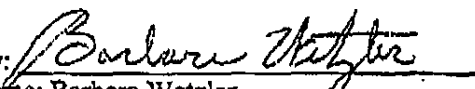
29 FOR; 0 AGAINST, 0 NOT VOTING.

Executed on June 22, 2016.

UNITED CEREBRAL PALSY OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation, d/b/a UCP of Central Florida

By: 
Name: Ilene Wilkins
Title: President & CEO

BETA CENTER, INC., a Florida not-for-profit corporation

By: 
Name: Barbara Wetzler
Title: Interim President & CEO

PLAN OF MERGER
BETWEEN
BETA CENTER, INC.,
a Florida not-for-profit corporation,
INTO
UNITED CEREBRAL PALSY OF CENTRAL FLORIDA, INC.,
a Florida not-for-profit corporation

The following Plan of Merger is submitted in compliance with Sections 617.1101 and 617.1103, Florida Statutes.

FIRST: The name and jurisdiction of the surviving party (referred to hereinafter as "UCP") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

United Cerebral Palsy of Central Florida, Inc.	Florida
--	---------

SECOND: The name and jurisdiction of the merging party (referred to hereinafter as "BETA") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

BETA Center, Inc.	Florida
-------------------	---------

THIRD: The terms and conditions of the merger are as follows:

BETA shall be merged with and into UCP effective June 30, 2016 (the "Effective Time") which shall be the surviving corporation at the Effective Time of the merger and which shall continue to exist as a not-for-profit corporation under the laws of the State of Florida. UCP shall succeed to all rights, assets, liabilities and obligations of BETA, and the separate existence of BETA shall cease at the Effective Time of the merger.

FOURTH: The Articles of Incorporation of UCP at the Effective Time of the Merger shall be the Articles of Incorporation of UCP.

FIFTH: The Bylaws of UCP at the Effective Time of the merger shall be the Bylaws of UCP.

SIXTH: At the Effective Time of this merger, the following individuals shall serve as the members of the Board of Directors of UCP and shall continue to serve as members of the Board of Directors of UCP until the expiration of their respective terms as established in the Bylaws of UCP. If, by reason of death or otherwise, any such person cannot or will not act as a member of the Board of Directors, the vacancy thereby created will be filled after the merger becomes effective in accordance with the Bylaws of UCP.

<u>Name:</u>	<u>Title:</u>	<u>With a Term Expiring On:</u>
Dan Sherfield	Chair	6-30-18
Tony Sos	Chair-Elect	6-30-19
Andrew Sellers	Treasurer	6-30-18
Paul Brown	Past Chair	6-30-17
Butch Devlin	Member at Large	6-30-19
Mike Meadors	Member at Large	6-30-19
Michele Morales	Member at Large	6-30-17
Terry Murphy	Member at Large	6-30-18
Dan Tarczynski	Member at Large	6-30-17
Angela Alban	Member	6-30-17
Lynne Bradford	Member	6-30-18
Maurcen Brockman	Member	6-30-17
Michael Candes	Member	6-30-18
Kathy Downs	Member	6-30-18
Steve Garner	Member	6-30-19
Steve Hinson	Member	6-30-19
Jeffrey Jones	Member	6-30-19
Kim Kainz	Member	6-30-17
Karen Lee Fatt	Member	6-30-17
Steven Leon	Member	6-30-18
Sean Lyles	Member	6-30-17
Bill McCorey	Member	6-30-18
James McIlrath	Member	6-30-17
Didier Menard	Member	6-30-18
Maria Rodammer	Member	6-30-17
Tony Ruben	Member	6-30-17
Douglas Stanford	Member	6-30-16
Will Wellons	Member	6-30-19
Dr. Ilene Wilkins	Member	n/a

SEVENTH: At the Effective Time of this merger, the following individuals shall serve as the initial officers of UCP and shall continue to serve as officers of UCP until the expiration of their respective terms and the election of their successors in accordance with the Bylaws of UCP. If, by reason of death or otherwise, any such person cannot or will not act as an officer, the vacancy thereby created will be filled after the merger becomes effective in accordance with the Bylaws of UCP.

<u>Name:</u>	<u>Office:</u>
Dr. Ilene Wilkins	President
Jerry Griffing	Chief Financial Officer
Jim Williams	Senior Director of Marketing
Steve Judy	Senior Director of Operations
Melissa Killian	Senior Director of Human Resources
Asma Addarrat	Senior Director of Development
James Morrone	Senior Director of IT
Irma Rosa	Senior Director of Therapy Practices

EIGHTH: The Effective Time of this merger shall June 30, 2016.

NINTH: If any provision of this Plan of Merger is deemed invalid or unenforceable, such provision will be deemed limited by construction in scope and effect to the minimum extent necessary to render it valid and enforceable and, in the event no such limiting construction is possible, the invalid or unenforceable provision will be deemed severed from this Plan of Merger without affecting the validity of any other term or provision.