ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978) MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN JACK P. BRANDON BEACH A. BROOKS, JR. KRISTEN M. BUZZANCA J. DAVIS CONNOR MICHAEL S. CRAIG ROY A. CRAIG, JR. JACOB C. DYKXHOORN DENNIS P. JOHNSON KEVIN C. KNOWLTON DOUGLAS A. LOCKWOOD, III M. CRAIG MASSEY PETER J. MUNSON CORNEAL B. MYERS CORNELIUS B. MYERS, III E. BLAKE PAUL ROBERT E, PUTERBAUGH ABEL A. PUTNAM THOMAS B. PUTNAM, JR. DEBORAH A. RUSTER STEPHEN R. SENN ANDREA TEVES SMITH KEITH H. WADSWORTH

KERRY M. WILSON

P.O. BOX 1079 LAKE WALES, FLORIDA 33859-1079

130 EAST CENTRAL AVENUE LAKE WALES, FLORIDA 33853 (941) 676-7611 (941) 683-8942 FÁX 676-0643

P.O. BOX 24628 LAKELAND, FLORIDA 33802-4628

100 EAST MAIN STREET LAKELAND, FLORIDA 33801 (941) 683-6511 (941) 676-6934 FAX 682-8031

P.O. DRAWER 7608 WINTER HAVEN, FLORIDA 33883-7608

141 STH STREET, NW. SUITE 300 WINTER HAVEN, FLORIDA 33881 (941) 294-3360 FAX 299-5498

PLEASE REPLY TO: Winter Haven

December 30, 1997

Department of State **Division of Corporations** P. O. Box 6327 Tallahassee, Florida 32301

ARTICLES OF MERGER/PLANNED PARENTHOOD ASSOCIATION 01250 UTHWEST 122.50 RE: FLORIDA, INC./PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

#### Gentlemen:

I have enclosed for filing in your records the following documents:

Articles of Merger with respect to the two above-referenced entities. 1.

Articles of Amendment changing the name of the surviving corporation. 2.

Finally, I have enclosed my firm's check in the amount of \$210.00 for the following costs:

Filing fee for Articles of Merger Certified copy of Articles of Merger Filing fee for Articles of Amendment Certified copy of Articles of Amendment

52,50 35.00 52.50

\$ 70.00

\$210.00

09

If anything further is needed, please let me know. Please forward the certified copies to me at the above Winter Haven adress.

Best regards,

KERRY M. WILSON

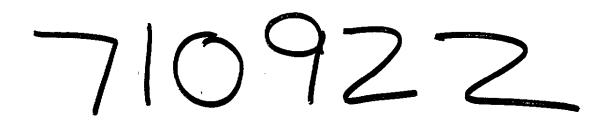
:pk

**Enclosures** 

Barbara Zdravecky

Maria Saterbo

**TOTAL** 



### ARTICLES OF MERGER Merger Sheet

**MERGING:** 

PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC., a Florida corporation, document number 719503

INTO

PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC., a Florida corporation, 710922

File date: January 2, 1998

Corporate Specialist: Karen Gibson

### **ARTICLES OF MERGER**

**OF** 

### PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC.

#### AND

#### PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

The undersigned, being the Chairmen of the Boards of PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC., a Florida not-for-profit corporation, and PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

## ARTICLE I. PLAN OF MERGER

A copy of the Plan of Merger is attached as Exhibit "A" hereto.

#### ARTICLE II. APPROVAL

The Plan of Merger was adopted by Planned Parenthood Association of Southwest Florida, Inc., at a regular meeting of its Board of Directors held on November 20, 1997. The number of Directors now in office is sixteen 15 and thirteen 3) were present at said meeting. The number of votes cast in favor of the merger was sufficient for approval. The vote was thirteen 1)3 in favor and zero (0) opposed. No members of said Corporation (other than said Board of Directors) are entitled to vote on a plan of merger.

The Plan of Merger was adopted by Planned Parenthood of Central Florida, Inc., at a regular meeting of its Board of Directors held on December 3, 1997. The number of Directors now in office is thirteen (13), and nine (9) were present at said meeting. The number of votes cast in favor of the merger was sufficient for approval. The vote was nine (9) in favor and zero (0) opposed. No members of said Corporation (other than said Board of Directors) are entitled to vote on a plan of merger.

## ARTICLE III. <u>EFFECTIVE DATE</u>

The merger shall be effective on January 1, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on December <u>22</u>, 1997.

PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC.

Chairman of the Board

PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

Maria G. Saterbo
Chairman of the Board

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by Carol Daniels \_\_\_\_\_, as Chairman of the Board of PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC., a Florida not-for-profit corporation, on behalf of said corporation. He/She is personally known to me postproduced Rev. Florida Adriver's license as identification.

| My Comm Exp. 8/20/2001 | My Comm Exp. 8/20/2001 | Bonded By Service Ins

(AFFIX SEAL)

Sharen One Brocass
NOTARY PUBLIC/STATE OF FLORIDA

No. CC673635

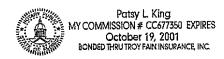
STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this <u>10 to 10 to 10</u>

(AFFIX SEAL)

H:\HOME\PLK\PPA-ART

NOTARY PUBLIC STATE OF FLORIDA



## EXHIBIT "A"

#### PLAN OF MERGER

OF

# PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC. AND

## PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

This is a Plan of Merger between PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC., a Florida not-for-profit corporation ("PPASWF"), and PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation ("PPCF").

### ARTICLE 1 MERGER

Pursuant to Section 617.1101, Florida Statues, PPCF shall be merged into PPASWF (the "Merger").

## ARTICLE 11 SURVIVING CORPORATION

PPASWF shall be the surviving corporation of the Merger, and the name of said corporation shall be changed to "Planned Parenthood of Southwest and Central Florida, Inc."

# ARTICLE 111 ARTICLES OF INCORPORATION

The Articles of Incorporation of PPASWF, as 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 IV DIRECTORS AND OFFICERS

The Directors and officers of PPASWF immediately prior to the Merger shall continue to be the Directors and officers immediately following the Merger.

## ARTICLE V MEMBERS

The members of PPASWF immediately prior to the Merger shall not, by reason of such membership, be members of PPCF, and the members of PPCF immediately prior to the Merger shall have three members of PPASWF immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of PPASWF by its Articles of Incorporation and Bylaws.

### ARTICLE VI ASSETS AND LIABILITIES

On the effective date of the Merger, the separate existence of PPCF shall cease, and PPASWF shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of PPCF shall, without further action, be vested in PPASWF immediately following the Merger. Following the Merger, PPASWF shall be responsible for all liabilities and obligations of PPCF. Any claim existing, or action or proceeding pending, against PPCF may be continued as if the Merger did not occur, or PPASWF may be substituted for PPCF in any such proceeding. Neither the rights of creditors of nor any liens upon the property of PPCF shall be impaired by the Merger.

## ARTICLE V11 EFFECTIVE DATE

The merger shall be effective January 1, 1998.

## ARTICLE VIII ABANDONMENT

Not withstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of PPCF or the Board of Directors of PPASWF at any time prior to the filing of Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers as of this 20th day of November, 1997.

PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST FLORIDA, INC.

PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

Maria G. Saterbo Chairman of the Board

STATE OF FLORIDA	
COUNTY OF SAY ASOLYA	

(AFFIX SEAL)

SHARON ANN BROCATO
My Comm Exp. 8/20/2001
Bonded By Service Ins
No. CC673635

NOTARY PUBLIC/STATE OF FLORIDA

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this <u>2-7</u> day of December, 1997, by Maria G. Saterbo, as Chairman of the Board of PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation, on behalf of said corporation. She is personally known to me or produced a Florida drivers license as identification.



Kerry M. Wilson
MY COMMISSION # CC639391 EXPIRES
August 9, 2001
RONDED THE LYDNY FAMILINGUERNES INFO

NOTARY PUBLIC/STATE OF FLORIDA