

710922

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PLEASE REPLY TO:
Winter Haven

December 30, 1997

~~200002388172-3~~
~~01/02/98-01032-004~~
~~****210.00 ****210.00~~

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

~~200002388172-3~~
~~01/02/98-01032-004~~
~~****210.00 ****210.00~~

RE: ARTICLES OF MERGER/PLANNED PARENTHOOD ASSOCIATION OF SOUTHWEST
FLORIDA, INC./PLANNED PARENTHOOD OF CENTRAL FLORIDA, INC.

Gentlemen:

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

1. Articles of Merger with respect to the two above-referenced entities.
2. Articles of Amendment changing the name of the surviving corporation.

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

Filing fee for Articles of Merger	\$ 70.00
Certified copy of Articles of Merger	52.50
Filing fee for Articles of Amendment	35.00
Certified copy of Articles of Amendment	52.50
TOTAL	\$210.00

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

Best regards,

Kerry M. Wilson
KERRY M. WILSON

:pk

Enclosures

xc: Barbara Zdravecky
Maria Saterbo

FILED
 98 JAN -2 AM 9: 09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Merger
12/26/12

710922

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 (16) and thirteen (13) were present at said meeting. The number of votes cast in favor of the merger was sufficient for approval. The vote was thirteen (13) 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.
EFFECTIVE DATE

The merger shall be effective on January 1, 1998.

FILED
98 JAN -2 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PLANNED PARENTHOOD ASSOCIATION
OF SOUTHWEST FLORIDA, INC.

By Carol Daniels acting

Chairman of the Board

PLANNED PARENTHOOD OF CENTRAL
FLORIDA, INC.

By Maria G. Saterbo

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 Acting 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 or produced a Florida driver's license as identification.



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

☐ Personally Known ☐ Other I.D.

(AFFIX SEAL)

Sharon Ann Brocato
NOTARY PUBLIC/STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by Maria G. Saterbo, as Chairman of the Board of PLANNED PARENTHOOD CENTRAL FLORIDA, INC., a Florida not-for-profit corporation, on behalf of said corporation. She is personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)

H:\HOME\PLKIPPA-ART

Patsy L. King

NOTARY PUBLIC/STATE OF FLORIDA



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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 Statutes, 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 VII
EFFECTIVE DATE

The merger shall be effective January 1, 1998.

ARTICLE VIII
ABANDONMENT

Notwithstanding 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.

By Carol Daneshmand
For Margaret Meyerson
Chairman of the Board

PLANNED PARENTHOOD OF CENTRAL
FLORIDA, INC.

By Maria G. Saterbo

Maria G. Saterbo
Chairman of the Board

STATE OF FLORIDA

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 22 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 or produced a Florida drivers license as identification.



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

☒ Personally Known ☐ Other I.D.

(AFFIX SEAL)

Sharon Ann Brocato

NOTARY PUBLIC/STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24 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.



(AFFIX SEAL)

Kerry M. Wilson
MY COMMISSION # CC639391 EXPIRES
August 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Kerry M. Wilson

NOTARY PUBLIC/STATE OF FLORIDA