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Merger

Corporation Name: Planned Parenthood of Collier County, Inc. (N93000005295) and Planned Parenthood of Greater Orlando, Inc. (N45862) → Planned Parenthood of Southwest and Central Florida, Inc. (710922)

Email Address: ______

Entity Number: N93000005295 + N45862 → 710922

Authorization: Kim Pullen

X Certified Copy — Articles of Merger (need 4)

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___ New Filings

Merger ___ Plain Stamped Copy

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ARTICLES OF MERGER

OF

PLANNED PARENTHOOD OF COLLIER COUNTY, INC.,
a Florida not for profit corporation
Doc# N93000005295

AND

PLANNED PARENTHOOD OF GREATER ORLANDO, INC.,
a Florida not for profit corporation
Doc# N45862

WITH AND INTO

PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC.,
a Florida not for profit corporation
Doc# 710922

Pursuant to Sections 617.1103 and 617.1105 of the Florida Statutes, these Articles of Merger provide as follows:

ARTICLE I
STATE OF ORGANIZATION; SURVIVING ENTITY

The name and state of organization of each of the constituent entities of the merger is as follows:

NAME	STATE OF ORGANIZATION
Planned Parenthood of Collier County, Inc.	Florida
Planned Parenthood of Greater Orlando, Inc.	Florida
Planned Parenthood of Southwest and Central Florida, Inc.	Florida

Planned Parenthood of Southwest and Central Florida, Inc., a Florida not for profit corporation, shall be the surviving entity.

ARTICLE II
PLAN OF MERGER

The Plan of Merger is attached hereto as EXHIBIT A.

ARTICLE III
APPROVAL OF THE PLAN

The Plan of Merger was adopted by the board of directors of Planned Parenthood Southwest and Central Florida at a meeting held on June 18, 2015. The merging corporation has no members. There are 19 directors in office. The number of votes cast was sufficient for approval and the vote on the plan was as follows: 13 FOR 0 AGAINST.

The Plan of Merger was adopted by the members of Planned Parenthood of Greater Orlando at a meeting held on June 22, 2015. The number of votes cast was sufficient for approval and the vote on the plan was as follows: 9 FOR 0 AGAINST.

The Plan of Merger was adopted by the voting members of Planned Parenthood of Collier County, Inc. at a meeting held on June 24, 2015. The number of votes cast was sufficient for approval and the vote on the plan was as follows: 13 FOR 0 AGAINST.

ARTICLE IV
EFFECTIVE TIME

These Articles of Merger shall become effective on July 01, 2015 at 12:01 a.m. Eastern Daylight Time.

ARTICLE V
NAME OF SURVIVING ENTITY

The name of the Surviving Entity shall be "Planned Parenthood of Southwest and Central Florida, Inc." as provided in the Agreement and Plan of Merger.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned authorized representatives of the constituent organizations have caused these Articles of Merger to be executed this 30th day of June, 2015.

PLANNED PARENTHOOD OF COLLIER COUNTY, INC., a Florida not for profit corporation.

By: Laurie Cowan Phillips

Name: LAURIE COWAN PHILLIPS

Title: Board of Directors, Chair

PLANNED PARENTHOOD OF GREATER ORLANDO, INC., a Florida not for profit corporation.

By: Martha O. Haynie

Name: MARTHA O. HAYNIE

Title: Board of Directors Chair

PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation.

By: Carolyn Johnson

Name: CAROLYN JOHNSON

Title: CHAIR - BOARD OF DIRECTORS

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is entered into as of June 30, 2015, by and among **PLANNED PARENTHOOD OF COLLIER COUNTY, INC.**, a Florida not for profit corporation ("Collier County"), **PLANNED PARENTHOOD OF GREATER ORLANDO, INC.**, a Florida not for profit corporation ("Greater Orlando"), and **PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC.**, a Florida not for profit corporation ("SWCF").

1. EFFECTIVE DATE OF MERGER. The Merger shall be effective as of July 1, 2015 (the "Effective Date").

2. THE MERGER. Subject to the terms and conditions of this Plan and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "Act"), at the Effective Date, Collier County and Greater Orlando shall be merged with and into SWCF. As a result of the Merger, the separate corporate existence of Collier County and Greater Orlando shall cease, and SWCF shall continue (a) as the surviving corporation (the "Surviving Corporation") and (b) to be governed by the Act.

3. NAME. The name of the Surviving Corporation as of the Effective Date will be "Planned Parenthood of Southwest and Central Florida, Inc."

4. ARTICLES OF INCORPORATION. Commencing as of the Effective Date, the Amended and Restated Articles of Incorporation attached to this Plan as ATTACHMENT A shall be the articles of incorporation of the Surviving Corporation except as such Amended and Restated Articles of Incorporation may be amended from time to time.

5. GIFTS AND BEQUESTS. Any gifts or bequests to Collier County or Greater Orlando that are payable or received after the Effective Date shall become the property of SWCF, and SWCF shall have the full authority to receive such gifts and bequests, subject to any terms and conditions associated with such gifts or bequests.

[Remainder of page intentionally left blank]

This Plan has been executed and delivered by the Parties as of the date set forth in the opening paragraph of this Plan.

PLANNED PARENTHOOD OF COLLIER COUNTY, INC., a Florida not for profit corporation.

By: Laurie Cowan Phillips

Name: LAURIE COWAN PHILLIPS

Title: Board of Directors Chair

PLANNED PARENTHOOD OF GREATER ORLANDO, INC., a Florida not for profit corporation.

By: Martha O. Haynie

Name: MARTHA O. HAYNIE

Title: Chairman of the Board of Directors

PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation.

By: Carolyn Johnson

Name: CAROLYN JOHNSON

Title: CHAIR - BOARD OF DIRECTORS

ATTACHMENT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
PLANNED PARENTHOOD OF SOUTHWEST
AND CENTRAL FLORIDA, INC.

These Amended and Restated Articles of Incorporation of PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation (the "Corporation"), dated as of July 1, 2015, are being duly executed and filed by the Corporation to amend and restate the Corporation's articles of incorporation. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I
NAME

The name of the Corporation shall be "PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC."

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be: 736 Central Avenue, Sarasota, Florida 34236.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), and in this connection, to provide leadership in achieving and instilling in the minds and hearts of all men and women the realization, acceptance and practice of voluntary birth control and family planning as vital elements for the social, economic, mental and physical well-being of the individual, the family, the nation and the world.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV
MEMBERS

The members of the Corporation shall consist of all members of the Board of Directors and all those who shall be elected to membership by the Board of Directors. The Board of Directors may from time to time establish qualification for membership and voting in the bylaws of the Corporation.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The method of election of directors shall be as stated in the bylaws of the Corporation.

At all times, the Board of Directors shall consist of no fewer than three (3) directors.

ARTICLE VI
LIMITATIONS ON POWERS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions and grants in furtherance of the purposes of the Corporation set forth herein.

B. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation.

C. None of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for the public office.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 46 North Washington Boulevard, Sarasota, Florida 34236, and the name of its registered agent at such address is LPS Corporate Services, Inc.

ARTICLE VIII
DISSOLUTION

Upon dissolution of the Corporation, other than an administrative dissolution as to which the Corporation is reinstated, the Corporation's net assets will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Sections 501(c)(3) and 509 (a)(1), (2), or (3) of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30 day of June, 2015.

PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA, INC., a Florida not for profit corporation.

By: Barbara A Zdravecky

Barbara Zdravecky, its President

President / CEO