



711144

ACCOUNT NO. : 072100000032
REFERENCE : 518657 7132640
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 148.75

FILED
2002 APR -9 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 9, 2002

ORDER TIME : 10:38 AM

ORDER NO. : 518657-005

CUSTOMER NO: 7132640

9000005222879--9

CUSTOMER: Mr. Dale S. Webber
Buchanan Ingersoll, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

ARTICLES OF MERGER

PROVINCE OF THE HOLY TRINITY
OF THE FRANCISCAN SISTERS OF
ALLEGANY, INC.

INTO

FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC.

RECEIVED
02 APR -9 AM 11:34
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea EXT 1114

C. Coulliette APR 09 2002

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PROVINCE OF ST. JOSEPH OF THE FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC., a Florida corporation, 711144

PROVINCE OF THE HOLY TRINITY OF THE FRANCISCAN SISTERS OF
ALLEGANY, INC., a New York corporation not qualified

PROVINCE OF THE IMMACULATE CONCEPTION OF THE FRANCISCAN
SISTERS OF ALLEGANY, INC., a New Jersey corporation not qualified

INTO

FRANCISCAN SISTERS OF ALLEGANY, NEW YORK, INC.. a New York entity
not qualified in Florida

File date: April 9, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 148.75

**ARTICLES OF MERGER
OF
PROVINCE OF THE HOLY TRINITY OF THE FRANCISCAN SISTERS OF
ALLEGANY, INC.;
THE PROVINCE OF ST. JOSEPH OF THE FRANCISCAN SISTERS OF ALLEGANY,
NEW YORK, INC.; AND
PROVINCE OF THE IMMACULATE CONCEPTION OF THE FRANCISCAN
SISTERS OF ALLEGANY, INC.
INTO
FRANCISCAN SISTERS OF ALLEGANY, NEW YORK, INC.**

Pursuant to section 617.1101, 617.1103, 617.1105 and, and 617.1107 of the Florida Statutes, the undersigned not-for-profit corporations, desiring to effect a merger, hereby certify as follows:

**Article I
Merging Corporations**

The names of the corporations proposing to merge are as follows:

- (1) Province of the Holy Trinity of the Franciscan Sisters of Allegany, Inc., a New York not-for-profit corporation ("Merging Corporation A");
- (2) The Province of St. Joseph of the Franciscan Sisters of Allegany, New York, Inc., a Florida not-for-profit corporation ("Merging Corporation B"); and
- (3) Province of the Immaculate Conception of the Franciscan Sisters of Allegany, Inc., a New Jersey not-for profit corporation ("Merging Corporation C").

FILED
2002 APR - 9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article II
Surviving Corporation**

The name of the surviving corporation is Franciscan Sisters of Allegany, New York, Inc., a New York not-for-profit corporation ("Surviving Corporation"). A Certificate of Merger evidencing the merger described in this Certificate was filed with the New York Department of State on October 23, 2001.

**Article IV
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A and incorporated herein in its entirety by reference (the "Plan of Merger").

Article V
Authorization for Merger

The merger, with respect to each Merging Corporation and the Surviving Corporation, was authorized as follows:

(a) Merging Corporation A. The Plan of Merger was adopted and approved at a meeting of the members on October 30, 2000. All votes cast were in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the Plan of Merger. Notice of the meeting was given to each member, whether or not entitled to vote. A copy of the Plan of Merger accompanied the notice. This merger is permitted by the laws of New York and is in compliance therewith.

(b) Merging Corporation B. A Plan of Merger was adopted at a meeting of the members on October 30, 2000. All votes cast were in favor of the plan. The number of votes cast in favor of the plan was sufficient for the approval of the Plan of Merger. Notice of the meeting was given to each member, whether or not entitled to vote. A copy of the Plan of Merger accompanied the notice. This merger is permitted by the laws of Florida and is in compliance therewith.

(c) Merging Corporation C. The Plan of Merger was adopted and approved at a meeting of the members on October 30, 2000. All votes cast were in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the Plan of Merger. Notice of the meeting was given to each member, whether or not entitled to vote. A copy of Plan of Merger accompanied the notice. This merger is permitted by the laws of New Jersey and is in compliance therewith.

(d) Surviving Corporation. Having no members, the Plan of Merger was approved by the board of directors at a meeting of the board held on October 30, 2000. All votes cast were in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the Plan of Merger. Notice of the meeting was given to each director, whether or not entitled to vote. A copy of Plan of Merger accompanied the notice. This merger is permitted by the laws of New York and is in compliance therewith.

Article VII
Amendment to Certificate of Incorporation of Surviving Corporation.

The Certificate of Incorporation of the Surviving Corporation, as amended, existing on the effective date of these Articles of Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Certificate of Incorporation or by applicable law, and shall not be amended as a result of these Articles of Merger or the transactions evidenced hereby.

Article VIII
Effective Date

These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 5th day of April, 2002.

ATTEST:

By: Margaret Magee
Title: General Secretary

PROVINCE OF THE HOLY TRINITY
OF THE FRANCISCAN SISTERS OF
ALLEGANY, INC., a New York not-for-profit corporation ("Merging Corporation A")

By: Margaret M. Kimmins, OSF
Title: President

ATTEST:

By: Margaret Magee
Title: General Secretary

THE PROVINCE OF ST. JOSEPH OF
THE FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC., a
Florida not-for-profit corporation
("Merging Corporation B")

By: Margaret M. Kimmins, OSF
Title: President

ATTEST:

By: Margaret Magee
Title: General Secretary

PROVINCE OF THE IMMACULATE
CONCEPTION OF THE FRANCISCAN
SISTERS OF ALLEGANY, INC., a New
Jersey not-for-profit corporation
("Merging Corporation C")

By: Margaret M. Kimmins, OSF
Title: President

ATTEST:

By: Margaret Magee
Title: General Secretary

FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC., a New
York not-for-profit corporation
("Surviving Corporation")

By: Margaret M. Kimmins, OSF
Title: President

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 31 day of October, 2000, by and between Province of the Holy Trinity of the Franciscan Sisters of Allegany, Inc., a New York not-for-profit corporation ("Merging Corporation A"), The Province of St. Joseph of the Franciscan Sisters of Allegany, New York, Inc. a Florida not-for-profit corporation ("Merging Corporation B"), Province of the Immaculate Conception of the Franciscan Sisters of Allegany, Inc., a New Jersey not-for-profit corporation ("Merging Corporation C") and Franciscan Sisters of Allegany, New York, Inc., a New York not-for-profit corporation ("Surviving Corporation").

ARTICLE I

PLAN OF MERGER

1.01 **Adoption of Plan.** This Agreement by and between Merging Corporation A, Merging Corporation B, Merging Corporation C and the Surviving Corporation has been adopted by the Boards of Directors, as required, pursuant to the provisions of Sections 902 and 903 of the New York Not-for-Profit Corporation Law, Sections 617.1101 & 617.1103 of the Florida Not-for-Profit Corporation Law and Section 15A: 10-1 of the New Jersey Nonprofit Corporations Law, as follows:

- (a) Merging Corporation A, Merging Corporation B and Merging Corporation C shall be merged with and into the Surviving Corporation, which will exist and be governed by the laws of the State of New York under the name of the Surviving Corporation, Franciscan Sisters of Allegany, New York, Inc.
- (b) The name of each constituent corporation that is a party to this Agreement and the name of the Surviving Corporation are as follows:
 - (i) Province of the Holy Trinity of the Franciscan Sisters of Allegany, Inc., a New York not-for-profit corporation ("Merging Corporation A") that was originally incorporated in the State of New York on July 14, 1966, under the name Province of the Holy Trinity of the Sisters of the Third Order Regular of Saint Francis of Allegany, New York;
 - (ii) The Province of St. Joseph of the Franciscan Sisters of Allegany, New York, Inc., a Florida not-for-profit corporation, ("Merging Corporation B") that was originally incorporated in the State of Florida on July 6, 1966, under the name St. Joseph Provincialate, Inc.;
 - (iii) Province of the Immaculate Conception of the Franciscan Sisters of Allegany, Inc., a New Jersey not-for-profit corporation

("Merging Corporation C") that was originally incorporated in the State of New Jersey on September 21, 1966, under the name Province of the Immaculate Conception of the Sisters of the Third Order Regular of St. Francis of Allegany, New York; and

- (iv) Franciscan Sisters of Allegany, New York, Inc., a New York not-for-profit corporation ("Surviving Corporation") that was originally incorporated in the State of New York on August 24, 1934, under the name Sisters of the Third Order of St. Francis, Province of the Holy Name, Mother House, Allegany, New York.
- (c) The membership and holders of any certificates evidencing capital contributions or subventions, including their number, classification and voting rights are as follows:
- (i) For Merging Corporation A, its Members consist of the General Minister, Associate Minister and General Council of the religious congregation of Franciscan Sisters of Allegany, New York and the Regional Minister of such congregation for the geographic area in which the Corporation is situated. Such Members are five (5) in number, constitute one class and maintain the reserved power to approve of this Agreement. There are no capital contributions or subventions.
 - (ii) For Merging Corporation B, its Members consist of the General Minister, Associate Minister and General Council of the religious congregation of Franciscan Sisters of Allegany, New York, and the Regional Minister of such congregation for the geographic area in which the Corporation is situated. Such Members are five (5) in number, constitute one class and maintain the reserved power to approve of this Agreement. There are no capital contributions or subventions.
 - (iii) For Merging Corporation C, its Members consist of the General Minister, Associate Minister and General Council of the religious congregation of Franciscan Sisters of Allegany, New York and the Regional Minister of such congregation for the geographic area in which the Corporation is situated. Such Members are five (5) in number, constitute one class and maintain the reserved power to approve of this Agreement. There are no capital contributions or subventions.
 - (iv) The Surviving Corporation has no Members, although the General Minister and Council of the religious congregation of Franciscan Sisters of Allegany, New York, serve as the Board of Directors for the Surviving Corporation. There are no capital contributions or subventions.

- (d) This Agreement is being entered into to merge four (4) corporations affiliated with the Franciscan Sisters of Allegany, New York, which is a religious congregation of the Roman Catholic Church. The Members of each of the Merging Corporations consist of the General Minister and Council of the religious congregation, who also serve as the Board of Directors of the Surviving Corporation (which has no Members). The membership interests of the Members of the Merging Corporations are being contributed to the Surviving Corporation in consideration of its representations and warranties hereunder. No cash consideration is to be paid or delivered in exchange or such membership rights.
- (e) The Certificate of Incorporation of the Surviving Corporation, as amended, existing on the effective date of this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Certificate or by applicable law, and shall not be amended as a result of this Agreement or the transactions evidenced hereby.

1.02 Effective Date. The effective date of the merger referenced in this Agreement shall be the date when a Certificate of Merger is filed of record with the department of state.

ARTICLE II

REPRESENTATIONS AND WARRANTIES OF CORPORATIONS

2.01 Representations and Warranties of Merging Corporation A. As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations hereunder, Merging Corporation A represents and warrants to Surviving Corporation as follows:

- (a) Merging Corporation A is a not-for-profit corporation duly organized, validly existing, and in good standing under the laws of the State of New York, with corporate power and authority to own property and carry on its business as it is now being conducted.
- (b) Merging Corporation A has received appropriate authorization to enter into and execute this Agreement in accordance with its Certificate of Incorporation and Bylaws.

2.02 Representations and Warranties of Merging Corporation B. As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations hereunder, Merging Corporation B represents and warrants to Surviving Corporation as follows:

- (a) Merging Corporation B is a not-for-profit corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.

- (b) Merging Corporation B has received appropriate authorization to enter into and execute this Agreement in accordance with its Articles of Incorporation and Bylaws.

2.03 Representations and Warranties of Merging Corporation C. As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations hereunder, Merging Corporation C represents and warrants to Surviving Corporation as follows:

- (a) Merging Corporation C is a not-for-profit corporation duly organized, validly existing, and in good standing under the laws of the State of New Jersey, with corporate power and authority to own property and carry on its business as it is now being conducted.
- (b) Merging Corporation C has received appropriate authorization to enter into and execute this Agreement in accordance with its Articles of Incorporation and Bylaws.

2.04 Representations and Warranties of the Surviving Corporation. As a material inducement to Merging Corporations A, B and C to execute this Agreement and perform their respective obligations hereunder, the Surviving Corporation represents and warrants to Merging Corporations A, B and C, respectively, as follows:

- (a) Surviving Corporation is a not-for-profit corporation duly organized, validly existing, and in good standing under the laws of the State of New York, with corporate power and authority to own property and carry on its own business as it is now being conducted.
- (b) Surviving Corporation has received appropriate authorization to enter into and execute this Agreement in accordance with its Certificate of Incorporation and Bylaws.

ARTICLE III

DIRECTORS AND OFFICERS

3.01 Directors and Officers of Surviving Corporation.

- (a) The existing Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation until their successors have been duly elected and qualified in accordance with the Surviving Corporation's Bylaws.
- (b) All persons who, as of the effective date of this Agreement, are Officers of the Surviving Corporation, shall remain as Officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

BYLAWS

4.01 Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation, as existing on the effective date of this Agreement, shall continue in full force and effect as the Bylaws of the Surviving Corporation until altered, amended, or repealed, as provided in the Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE V

BEQUESTS AND DISTRIBUTIONS

5.01 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, Merging Corporation A, Merging Corporation B or Merging Corporation C may be designated as a beneficiary of a last will and testament, testamentary trust, inter vivos trust, or some other similar instrument. The parties hereto agree and understand that any and all such bequests and distributions shall be distributed and delivered to the Surviving Corporation for use by such Surviving Corporation in accordance with the intent of the decedent, settlor, grantor or other granting entity.

ARTICLE VI

INTERPRETATION AND ENFORCEMENT

6.01 Further Assurances. Merging Corporation A, Merging Corporation B and Merging Corporation C each agree that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered, all deeds, affidavits and other instruments, and take any and all further actions as the Surviving Corporation may deem necessary or desirable to vest or perfect in, or conform of record or otherwise to the Surviving Corporation, title to and possession of all of the property, rights, privileges and powers, either now owned or as either may be hereafter entitled to acquire or receive by Merging Corporation A, Merging Corporation B or Merging Corporation C, and to otherwise carry out the intent and purposes of this Agreement.

6.02 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.

IN WITNESS WHEREOF and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date referenced above.

ATTEST:

By: Margaret Moore of
Title: General Secretary

PROVINCE OF THE HOLY TRINITY
OF THE FRANCISCAN SISTERS OF
ALLEGANY, INC., a New York not-for-
profit corporation ("Merging Corporation
A")

By: Robert F. Buener of
Title: Regional Minister

ATTEST:

By: Margaret Moore of
Title: General Secretary

THE PROVINCE OF ST. JOSEPH OF
THE FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC., a
Florida not-for-profit corporation
("Merging Corporation B")

By: Rose Bernhardt, of for Kathleen Stegner, of
Title: Regional Minister

ATTEST:

By: Margaret Moore of
Title: General Secretary

PROVINCE OF THE IMMACULATE
CONCEPTION OF THE FRANCISCAN
SISTERS OF ALLEGANY, INC., a New
Jersey not-for-profit corporation
("Merging Corporation C")

By: Sister Mary Lou Lafferty, of
Title: Regional Minister

ATTEST:

By: Margaret Moore of
Title: General Secretary

FRANCISCAN SISTERS OF
ALLEGANY, NEW YORK, INC., a New
York not-for-profit corporation
("Surviving Corporation")

By: Margaret M. Kimmins, of
Title: General Minister