

CAUTHEN &amp; FELDMAN

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# 711452

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## MERGER OR SHARE EXCHANGE

United Way of Lake and Sumter Counties, Inc.

Certificate of Status	0
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Page Count	09
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## ARTICLES OF MERGER

OF

LAKE AND SUMTER COUNTIES UNITED WAY FOUNDATION, INC.,  
a Florida corporation

INTO

UNITED WAY OF LAKE AND SUMTER COUNTIES, INC., a Florida corporation

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Under Section 617.1105 of Florida Statutes

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Pursuant to the provisions of Section 617.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

**FIRST:** The names of the corporations which are parties to the merger are LAKE AND SUMTER COUNTIES UNITED WAY FOUNDATION, INC., a Florida corporation ("Foundation"), and UNITED WAY OF LAKE AND SUMTER COUNTIES, INC., a Florida Corporation ("United Way"). The surviving corporation is United Way.

**SECOND:** The Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

**THIRD:** The plan of merger was duly adopted by the unanimous vote of the Directors of each party to the merger on the 8<sup>th</sup> day of April, 2015.

**FOURTH:** This merger shall be effective on the 8<sup>th</sup> day of April, 2015, pursuant to the provisions of Section 617.1105(4), Florida Statutes.

IN WITNESS WHEREOF, each of the corporations a party to the merger has caused these

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William H. Cauthen, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #133488  
Audit # H15000086879 3

Audit # H15000086879 3

Articles of Merger to be executed on its behalf by its duly authorized officers this 8<sup>th</sup> day of April, 2015.

LAKE AND SUMTER COUNTIES UNITED  
WAY FOUNDATION, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Jim Judge, Chairperson

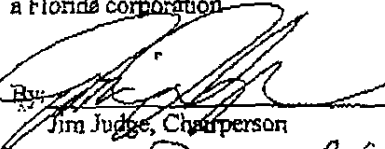
ATTEST: \_\_\_\_\_  
Richard Lindgren,  
Secretary/Treasurer

UNITED WAY OF LAKE AND SUMTER  
COUNTIES, INC., a Florida corporation

By: \_\_\_\_\_  
Don Lucas, Chairperson

ATTEST: \_\_\_\_\_  
Gary Nichols, Secretary

Audit #H15000086879 3

Audit # H15000086879 3Articles of Merger to be executed on its behalf by its duly authorized officers this 8<sup>th</sup> day of April, 2015.LAKE AND SUMTER COUNTIES UNITED  
WAY FOUNDATION, INC.,  
a Florida corporationBy:   
Jim Judge, ChairpersonATTEST:   
Richard Lindgren,  
Secretary/TreasurerUNITED WAY OF LAKE AND SUMTER  
COUNTIES, INC., a Florida corporationBy: \_\_\_\_\_  
Don Lucas, ChairpersonATTEST: \_\_\_\_\_  
Gary Nichols, Secretary

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Audit # H15000086879 3

EXHIBIT "A"

ATTACH PLAN OF MERGER

Audit #H15000086879 3

Audit #H15000086879 3

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER is dated effective the 8<sup>th</sup> day of April, 2015, between LAKE AND SUMTER COUNTIES UNITED WAY FOUNDATION, INC., a Florida corporation, ("Foundation") and UNITED WAY OF LAKE AND SUMTER COUNTIES, INC., a Florida corporation, ("United Way"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, the Foundation is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, United Way is a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its members that the Foundation be merged into United Way.

NOW, THEREFORE, the Constituent Corporations hereby agree that the Foundation shall be merged with and into United Way in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

**ARTICLE I****THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are LAKE AND SUMTER COUNTIES UNITED WAY FOUNDATION, INC., a Florida corporation, (Florida Document No. N07054) and UNITED WAY OF LAKE AND SUMTER COUNTIES, INC., a Florida Corporation, (Florida Document No.711452).

**ARTICLE II****THE MERGER; THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, the Foundation shall be merged into United Way, in accordance with the applicable provisions of Chapter 617 of the Florida Statutes (the Florida Not for Profit Corporation Act). United Way shall be the surviving corporation, and shall be governed by the laws of the State of Florida.

Audit #H15000086879 3

Audit #H15000086879 3

**ARTICLE III**  
**THE EFFECT OF THE MERGER**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be United Way. From and after such filing, the separate existence of the Foundation shall cease, while the corporate existence of United Way shall continue unaffected and unimpaired. United Way shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Not for Profit Corporation Act. United Way shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in United Way without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. United Way shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or United Way may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

**ARTICLE IV**  
**SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in United Way the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in United Way and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

Audit #H15000086879 3

Audit #H15000086879 3

## ARTICLE V

CERTIFICATE OF INCORPORATION AND BYLAWS: OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and Bylaws of United Way, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of United Way, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of United Way shall be:

William D'Aiuto	Melaine Chin
Gail Burry	Bryan Cornell
William Farmer	Joshua Blake
Dr. Cecelia Rivers	Mary Rhodes
Todd J. Mazenko	Randy Mask

The persons who shall serve as officers of United Way and the offices in which they shall serve, shall be:

President:	Ana Maria Moran-Loubriel
Board Chair:	Don Lucas
Past Chair:	Jim Judge
Incoming Chair:	Dr. Diane Culpepper
Secretary:	Gary Nichols
Treasurer:	Deborah Brazill
Campaign Chair:	Don Trombley
Leadership Development Committee Chair:	Chris De Libro

## ARTICLE VI

APPROVAL BY DIRECTORS

This Plan of Merger shall be submitted to the respective Board of Directors of the Constituent Corporations for approval as provided by the Florida Not for Profit Corporation Act on the 8<sup>th</sup> day of April, 2015. If duly adopted by the requisite vote of such Board of Directors, Articles of Merger meeting the requirements of the Florida Not for Profit Corporation Act shall be filed immediately in the appropriate office in Florida.

## ARTICLE VII

EFFECTIVE DATE

The merger of the Foundation into United Way shall become effective the 8<sup>th</sup> day of April, 2015 in accordance with the Florida Not for Profit Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

Audit #H15000086879 3



Audit #H15000086879 3

ARTICLE VIII  
COVENANTS OF THE FOUNDATION

The Foundation covenants and agrees that it will not further amend its certificate of incorporation prior to the Effective Date.

ARTICLE IX  
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE X  
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

LAKE AND SUMTER COUNTIES UNITED WAY  
FOUNDATION, INC., a Florida corporation

By: \_\_\_\_\_

Jim Judge, Chairperson

UNITED WAY OF LAKE AND SUMTER  
COUNTIES INC., a Florida corporation

By: \_\_\_\_\_

Don Lucas, Chairperson

Audit #H15000086879 3

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**ARTICLE VIII**  
**COVENANTS OF THE FOUNDATION**

The Foundation covenants and agrees that it will not further amend its certificate of incorporation prior to the Effective Date.

**ARTICLE IX**  
**TERMINATION**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

**ARTICLE X**  
**COUNTERPARTS**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**LAKE AND SUMTER COUNTIES UNITED WAY  
FOUNDATION, INC., a Florida corporation**

By: \_\_\_\_\_  
Jim Judge, Chairperson

**UNITED WAY OF LAKE AND SUMTER  
COUNTIES INC., a Florida corporation**

By: \_\_\_\_\_  
Don Lucas, Chairperson

Audit #H15000086879 3