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**MERGER OR SHARE EXCHANGE
LIGHTHOUSE OF PINELLAS, INC.**

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
LIGHTHOUSE OF PINELLAS FOUNDATION, INC.
a Florida not for profit corporation
into
LIGHTHOUSE OF PINELLAS, INC.,
a Florida not for profit corporation

The following articles of merger are submitted in accordance with Section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lighthouse of Pinellas, Inc. (the "Surviving Corporation")	Florida	712735

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lighthouse of Pinellas Foundation, Inc. (the "Merging Corporation")	Florida	N23112

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the Merger shall be September 30, 2019 (the "Effective Date").

FIFTH: The Surviving Corporation has no members. The agreement and plan of merger was adopted by the board of directors of the Surviving Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on September 25, 2019. The number of directors then in office is fourteen (14), and the number of such directors that voted in favor of the agreement and plan of merger is nine (9).

SIXTH: The Merging Corporation has no members. The agreement and plan of merger was adopted by the board of directors of the Merging Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on September 17, 2019. The number of directors then in office is four (4), and the number of such directors that voted in favor of the agreement and plan of merger is four (4).

Signed this 25 day of September, 2019, and effective as of the Effective Date.

SURVIVING CORPORATION:

LIGHTHOUSE OF PINELLAS, INC.,
a Florida not for profit corporation

By: Kim Church
Kimberly Church, President

MERGING CORPORATION:

LIGHTHOUSE OF PINELLAS
FOUNDATION, INC., a Florida corporation

By: Kim Church
Kimberly Church, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 20th day of July, 2019, and shall be effective as of September 30, 2019 (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

LIGHTHOUSE OF PINELLAS, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: May 15, 1997

II - MERGING CORPORATION

LIGHTHOUSE OF PINELLAS FOUNDATION, INC., a Florida not for profit corporation ("Merging Corporation").

Date of incorporation: October 21, 1987

WITNESSETH:

WHEREAS, the Merging Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merging Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Merging Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapters 617 of the Florida Statutes, as amended, that the Merging Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merging, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merging Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be LIGHTHOUSE OF PINELLAS, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation, adopted on May 31, 2018, shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV
DIRECTORS OF SURVIVING CORPORATION

The Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified under the terms of the Bylaws:

Name:	Position:
Kimberly Church	President
David House	Board Chair
Barbara Jacobs	Secretary
Donald R. Mandeville	Treasurer
Scott Burgess	
James Cartner	
Joseph Donahey	
Lisa Hendrickson	
Dennis Holthaus	
Donald E. Kantner, Jr.	
Joan Kline	
Jessica Lillesand	
Jamie Neilson	
Michael W. Porter	
Ronald G. Tucker	

ARTICLE V
MEMBERS

There are no members in the Surviving Corporation or the Merging Corporation.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on September 25, 2019.

ARTICLE VII
APPROVAL OF MERGER BY DIRECTORS OF
MERGING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merging Corporation, as provided by Chapter 617 of the Florida Statutes, on September 17, 2019.


ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of September 30, 2019, for tax and accounting purposes and shall become effective for purposes of Chapter 617 of the Florida Statutes on September 30, 2019.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

LIGHTHOUSE OF PINELLAS, INC.
a Florida not for profit corporation

By: 
Kimberly Church, President

MERGING CORPORATION:

LIGHTHOUSE OF PINELLAS FOUNDATION,
INC., a Florida not for profit corporation

By: 
Kimberly Church, President