

715047

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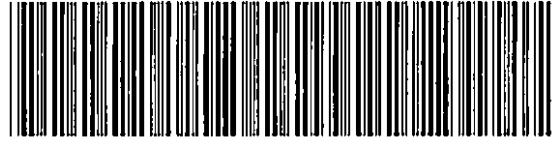
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FEB 27 2019

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19 FEB 26 PM 12:16
2019 FEB 26 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FL

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Boys & Girls Clubs of Lakeland, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED

ARTICLES OF MERGER
(NOT FOR PROFIT CORPORATION) 2019 FEB 26 AM 9:14

OF

CITRUS CENTER BOYS AND GIRLS CLUBS, INC.
a Florida not-for-profit corporation.

INTO

BOYS & GIRLS CLUBS OF LAKE LAND, INC.
a Florida not-for-profit corporation

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporations Act, pursuant to 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Boys & Girls Clubs of Lakeland, Inc.	Florida	715047

SECOND: The name and jurisdiction of the merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Citrus Center Boys and Girls Clubs, Inc.	Florida	705410

THIRD: The Plan of Merger is attached as Exhibit A.

FOURTH: The merger shall become effective on March 1, 2019.

FIFTH: Pursuant to the Plan of Merger, the name of the surviving entity shall be changed from Boys & Girls Clubs of Lakeland, Inc. to:

BOYS & GIRLS CLUBS OF POLK COUNTY, INC.

Pursuant to the foregoing, Article 1 of the Amended Articles of Incorporation of the Boys & Girls Clubs of Lakeland, Inc. is amended to read:

ARTICLE 1

NAME

The name of this organization shall be **Boys & Girls Clubs of Polk County, Inc.**, and its main offices shall be located at 950 Pinewood Avenue, Lakeland, Florida.

SIXTH: Adoption Of Merger By Surviving Corporation. There are no members of Boys & Girls Clubs of Lakeland, Inc. entitled to vote. The Plan of Merger was adopted by the Board of

Directors of Boys & Girls Clubs of Lakeland, Inc. (the Surviving Corporation) on February 19, 2019, in accordance with the applicable provisions of Chapter 617, Florida Statutes. The number of directors in office was 13. The votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows:

[11] FOR; [0] AGAINST; [2] ABSTAINING.

SEVENTH: Adoption Of Merger By Merging Corporation. There are no members of Citrus Center Boys & Girls Clubs, Inc. entitled to vote. The Plan of Merger was adopted by the Board of Directors of Citrus Center Boys and Girls Clubs, Inc. (the Merging Corporation) on January 23, 2019, in accordance with the applicable provisions of Chapter 617, Florida Statutes. The number of directors in office was 16. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows:

[16] FOR; [0] AGAINST; [N/A] ABSTAINING.

IN WITNESS WHEREOF, Boys & Girls Clubs of Lakeland, Inc. and Citrus Center Boys and Girls Clubs, Inc. have executed these Articles of Merger on the 26th day of February, 2019.

CITRUS CENTER BOYS AND GIRLS CLUBS,
INC., a Florida not-for-profit corporation

By: Shawn Swango
Name: SHAWN SWANGO
Title: President

BOYS & GIRLS CLUBS OF LAKE LAND,
INC., a Florida not-for-profit corporation

By: Chris Acabit
Name: Chris Acabit
Title: President

EXHIBIT "A"
PLAN OF MERGER¹

PLAN OF MERGER

THIS PLAN OF MERGER (this "Agreement") is entered into as of March 1, 2019 (the "Effective Date") by and between **Boys & Girls Clubs of Lakeland, Inc.**, a Florida nonprofit corporation organized under the laws of the State of Florida (the "Lakeland Club"), and **Citrus Center Boys and Girls Clubs, Inc.**, a Florida nonprofit corporation organized under the laws of the State of Florida (the "Citrus Center Club"). Lakeland Clubs and the Citrus Center Clubs are referred to collectively herein as the "Parties" and, each, individually as a "Party." This Agreement is entered into with reference to and in reliance on the following facts:

WHEREAS, Boys & Girls Clubs of Lakeland, Inc. and Citrus Center Boys and Girls Clubs, Inc. are both Florida nonprofit corporations dedicated to operating Boys and Girls Clubs in and around Polk County, Florida; and

WHEREAS, after careful consideration, the Boards of Directors of the Parties have concluded it would be in the best interests of their youth members to combine their operations, operating assets and liabilities.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties, and covenants herein contained, the Parties agree as follows.

ARTICLE I
MERGER

1.1 The Merger. On March 1, 2019 and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the Section 617.1101, et seq., Florida Statutes (the "Act"), the Citrus Center Club shall be merged with and into the Lakeland Club (the "Merger"). the corporate existence of the Citrus Center Club shall thereupon cease and the corporate existence of the Lakeland Club shall survive as the surviving corporation under the name of "**BOYS & GIRLS CLUBS OF POLK COUNTY, INC.**" (the "Surviving Corporation").

1.2 Effect of Merger. From and after the Effective Time, the Merger shall have the effect set forth in this Agreement and the Act. Without limiting the generality of the foregoing and except as otherwise provided in this Agreement, upon the Effective Time of the Merger, (a) the Surviving Corporation shall possess and hold all properties, rights, privileges, immunities, powers and purposes of each of the Lakeland Club and the Citrus Center Club; (b) all of the property, real and personal of every kind and description, tangible or intangible, including causes of action and every other asset of the Lakeland Club and the Citrus Center Club, shall vest in the Surviving Corporation without further act or deed; and (c) all of the debts,

¹ This is an excerpt from the Agreement and Plan of Merger signed by the two merging entities and contains the substance of the Plan of Merger agreed to by the Parties.

liabilities, duties and obligations of the Lakeland Club and the Citrus Center Club shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

1.3 Directors and Officers.

(a) All members of the board of directors of the Lakeland Club shall tender their resignations as of the Effective Time, and all members of the board of directors of the Citrus Center Club shall cease to be members of the board of directors of the Citrus Center Club as of the Effective Time. Upon the Effective Time, the board of directors of the Surviving Corporation shall consist of those members listed on Exhibit A hereto, which may include former members of the Lakeland Club and the Citrus Center Club, each to hold the office as a director of the Surviving Corporation in accordance with the provisions of the Act and the certificate of incorporation and bylaws of the Surviving Corporation.

(b) Upon the Effective Time, the officers of the Surviving Corporation shall be as set forth in Exhibit B, each to hold office in accordance with the provisions of the Act and the certificate of incorporation and bylaws of the Surviving Corporation, and the officers of the Lakeland Club and the Citrus Center Club immediately prior to the Effective Time shall resign as of the Effective Time.

1.4 Articles of Incorporation and Bylaws.

(a) The Articles of Incorporation of the Lakeland Club shall continue as the Articles of Incorporation of the Surviving Corporation, as amended pursuant to the Articles of Merger filed in accordance with the laws of the State of Florida, it being the intention of the Parties that the Articles of Incorporation be amended to reflect the name of the Surviving Corporation as set forth in Section 1.1. The Articles of Incorporation may be certified separately from this Agreement Plan of Merger as the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of the Lakeland Club in effect immediately prior to the Effective Date of the Merger shall continue to be the Bylaws of the Surviving Corporation until altered or repealed by the Board of Directors of the Surviving Corporation in a manner provided by those Bylaws, the Articles of Incorporation, and the laws of the State of Florida.

1.5 The Closing. The closing of the transactions contemplated by this Agreement ("Closing") was approved by the Board of Directors of the Lakeland Club at its March 1, 2019 meeting and by the Board of Directors of the Citrus Center Club at its January 23, 2019 meeting. The closing date of the merger shall occur upon the satisfaction or waiver of all conditions to the obligations of the Parties to consummate the transactions contemplated by the Agreement and Plan of Merger (the "Closing Date"). On the Closing Date the parties hereto shall cause the Merger to be consummated by filing the Articles of Merger with the Secretary of State of the State of Florida in accordance with the applicable provisions of the Act (the time of such filing with the Secretary of State of the State of Florida, or such later date and time as may

be specified in the Articles of Merger as agreed to by the Lakeland Club and the Citrus Center Club, being hereinafter referred to as the "Effective Time").

1.6 Continued Operations. The continued operations or services of the Lakeland Club will be determined exclusively by the Board of Directors of the Surviving Corporation. The Surviving Corporation shall maintain and operate the club facilities previously operated by the Lakeland Club and the Citrus Center Club, in each case at the locations described in Schedule 1.7 (the "Current Facilities"). The Surviving Corporation shall maintain operations and services at the Current Facilities or comparable locations at a standard that meets or exceeds the operations and services at the Current Facilities as of the Closing Date. All contributions to the Surviving Corporation specifically restricted by the donor to be spent toward Boys & Girls Club operations at a specific location shall be spent on operations and activities at the Current Facilities or comparable facility in such locations.

1.7 Youth Members. The Youth Members of the Citrus Center Club will become members of the Lakeland Club without the payment of additional membership fees or dues and the Youth Members served shall be entitled to comparable service by the Lakeland Club. All of the Youth Members of the Citrus Center Club who will be transferred to the Lakeland Club shall be members on the same terms and conditions of their existing membership and will have all the rights of the current members of the Lakeland Club.

EXHIBIT A

BOARD OF DIRECTORS OF SURVIVING CORPORATION

Chris Asbill
Kerry Wilson
Jocelyn Wilson
Victoria Gauthier
Keaton Alexander
Mike Arnold
Wogie Badcock
Joe Bogdahn
Richard Grant
Jim Hall
Kelly Krieger
Gap Kovach
Butch Rahman
Lee Saunders
Pete Sawyer
Marcia Smith
Terry Storie
Debbie Tennick
Mitch Weinstein
Jeff Donalson
Hank Longo
Terry Worthington
Brad Baumgardner

EXHIBIT B

OFFICERS OF SURVIVING CORPORATION

Chris Asbill	Co-chair
Kerry Wilson	Co -chair
Jocelyn Wilson	Treasurer
Victoria Gauthier	Secretary

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