

716413

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**MERGER OR SHARE EXCHANGE**  
**BIG BROTHERS BIG SISTERS OF NORTH FLORIDA, INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

*Merger*  
*9/26/00*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

**BIG BROTHERS/BIG SISTERS OF CENTRAL FLORIDA, INC.**, a Florida corporation, document number 722060

INTO

**BIG BROTHERS BIG SISTERS OF NORTH FLORIDA, INC.**, a Florida entity, 716413.

File date: September 28, 2000

Corporate Specialist: Karen Gibson



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

September 27, 2000

**BIG BROTHERS BIG SISTERS OF NORTH FLORIDA, INC.**  
3100 UNIVERSITY BLVD  
SUITE 120  
JACKSONVILLE, FL 32216

**SUBJECT: BIG BROTHERS BIG SISTERS OF NORTH FLORIDA, INC.**  
**REF: 716413**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re fax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

PURSUANT TO FL. STATUTE 617.1103 (1B) THE PLAN OF MERGER MAY BE APPROVED BY A "MAJORITY" VOTE OF THE DIRECTORS THEN IN OFFICE.

THE INSERTED, HANDWRITTEN PARTS OF THE DOCUMENT ARE NOT LEGIBLE.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

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**ARTICLES OF MERGER**

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

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Big Brothers/Big Sisters of Central Florida, Inc.	Florida	Corporation not for profit

Florida Document/Registration Number: 722 060  
FEI Number: 23-7286410

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Big Brothers Big Sisters of North Florida, Inc.	Florida	Corporation not for profit

Florida Document/Registration Number: 716 413  
FEI Number: 59-0683256

**THIRD:** Neither party to the attached Plan of Merger has members entitled to vote thereon, and the Plan of Merger was adopted by the board of directors of each of the parties. The number of directors in office of the merging party is fourteen (14) and the Plan of Merger was adopted at a meeting of the directors held on December 13, 1999, by a vote of nine (9) in favor and zero (-0-) opposed to the Plan of Merger. The number of directors in office of the surviving party is sixteen (16), and the Plan of Merger was adopted at a meeting of the directors held on February 15, 2000, by a vote of fourteen (14) in favor and zero (-0-) opposed to the Plan of Merger.

**FOURTH:** The merger shall become effective upon filing with the Florida Secretary of State.

**FIFTH:** The Articles of Merger comply with, and were executed in accordance with, the laws of the State of Florida.

Prepared by Crystal Adkins  
Holland & Knight LLP  
(904) 353-2000  
50 N. Laura St., Ste. 3900  
Jacksonville, FL 32202  
Florida Bar No.: 0014044

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**SIXTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity	Signature(s)	Typed or Printed Name of Individual	Office
Big Brothers / Big Sisters of Central Florida, Inc.	<i>Jeanette R. Steward</i>	Jeanette Steward	Pres.
Big Brothers Big Sisters of North Florida, Inc.	<i>EC Bonhard</i>	EC BONHARD	Pres.

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 617.1103, is being submitted in accordance with section 617.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Big Brothers / Big Sisters of Central Florida, Inc. ("Merging Party")	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Big Brothers Big Sisters of North Florida, Inc. ("Surviving Party")	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The effective date of the Merger shall be upon filing with the Florida Secretary of State. ("Effective Date"). On the Effective Date, as a result of the Merger, (i) the separate existence of Merging Party will cease; (ii) title to all assets and properties, or any interest therein, owned by Merging Party will be vested in Surviving Party without reversion or impairment; (iii) Surviving Party will thenceforth be responsible and liable for all the liabilities and obligations of Merging Party; (iv) neither the rights of creditors nor any liens upon the property of Merging Party will be impaired by the Merger; and (v) membership in Merging Party, if any, shall cease to exist. Following the Merger, the existence of Surviving Party shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

**FOURTH:**

No changes to the Articles of Incorporation of the Surviving Party shall be effected by the Merger.