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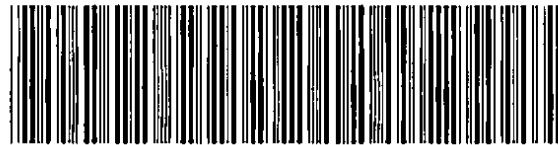
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MERGER

1. YMCA OF SOUTH CILLIER INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2021

CORPORATE ACCESS, INC.

SUBJECT: GREATER NAPLES YMCA, INC.
Ref. Number: W21000157901

Corrected

We have received your document and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist III

Letter Number: 321A00029976

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EFFECTIVE DATE

Dec. 31, 2021

**ARTICLES OF MERGER OF YMCA OF SOUTH COLLIER INC. and GREATER
NAPLES YOUNG MENS CHRISTIAN ASSOC, INC.**

These Articles of Merger are adopted by YMCA OF SOUTH COLLIER INC., a Florida non-profit corporation and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., a Florida non-profit corporation, as of the date set forth below.

RECITALS:

- A. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. have resolved it is in the best interest of each corporation and its respective members that YMCA OF SOUTH COLLIER INC. be merged into a single corporation, under the existing the laws of the State of Florida, into GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and
- B. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. have approved the merger upon the terms and conditions set forth in the attached Plan of merger;

APPROVAL OF PLAN OF MERGER

Section 1. The Parties to the Merger and Surviving Entity. The parties to the merger will be YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. Both companies are existing Florida not for profit corporations. The merger of YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. is hereinafter referred to as the "Merger." The surviving corporation will be GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., hereinafter sometimes referred to as the "Surviving Corporation."

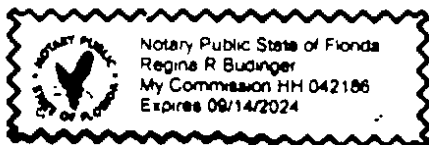
Section 2. YMCA of South Collier Vote Approving Plan of Merger. The Plan of Merger is attached as Exhibit A. The YMCA OF SOUTH COLLIER INC.'s members have no right to approve a merger. There are currently nine directors on the YMCA OF SOUTH COLLIER board of directors. On December 3, 2021, the board of directors met as required by Florida statute § 617.1103 and approved the Plan of Merger by a unanimous vote. The number of votes cast for the merger was sufficient for approval.

Section 3. Greater Naples YMCA Vote Approving Plan of Merger. The Plan of Merger is attached as Exhibit A. The GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC.'s members have no right to approve a merger. There are currently thirteen (13) directors on the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. board of directors. On December 6, 2021, the board of directors met as required by Florida statute § 617.1103 and

approved the Plan of Merger by a unanimous vote. The number of votes cast for the merger was sufficient for approval.

Section 4. Amended and Restated Articles of Surviving Entity. The Amended and Restated Articles of the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. are attached as Exhibit B and set forth that the name of the surviving entity, the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., is hereby changed to YMCA OF COLLIER COUNTY, INC.

Section 5. Effective Date of Merger; Filing. The effective date of the merger ("Effective Date") shall be at 11:59 pm on December 31, 2021.



Regina R. Budinger

YMCA OF SOUTH COLLIER INC.

Scott Stonebreaker
By: Scott Stonebreaker, Board of Directors Chair

GREATER NAPLES YOUNG MENS CHRISTIAN
ASSOC, INC.

Shawn Lemarie
By: Shawn Lemarie, Board of Directors Chair

EXHIBIT A
Plan of Merger

**PLAN OF MERGER
OF
YMCA OF SOUTH COLLIER INC. AND
GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC.**

This Plan of Merger is adopted by YMCA OF SOUTH COLLIER INC., an Florida non-profit corporation, and by GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., a Florida non-profit corporation, as of December 6, 2021. This Plan of Merger (the "Plan") is adopted pursuant to Florida Statutes Section 617.1101 *et seq.*

RECITALS:

- A. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. have resolved it is in the best interest of each corporation and its respective members that YMCA OF SOUTH COLLIER INC. be merged into a single corporation, under the existing the laws of the State of Florida, into GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and
- B. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties to this Plan agree to merge said corporations under the following terms and conditions:

**ARTICLE ONE
THE MERGER**

Section 1. Parties to Merger. The parties to the merger will be YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. The merger of YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. is hereinafter referred to as the "Merger." The surviving corporation will be GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC... hereinafter sometimes referred to as the "Surviving Corporation."

Section 2. Effective Date of Merger; Filing. The effective date of the merger ("Effective Date") shall be at 11:59 pm on December 31, 2021. On or before the Effective Date, the Articles of Merger of Non-Profit Corporations shall be filed with the Florida Secretary of State.

Section 3. Effects of Merger. On and after the Effective Date of the merger:

3.1 The separate existence of YMCA OF SOUTH COLLIER INC. shall cease, and YMCA OF SOUTH COLLIER INC. shall be merged into GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. which, as the Surviving Corporation, shall possess, without further transfer, all the assets, properties, rights, privileges, immunities, powers, and franchises, of a public as well as of a private nature, and be subject to all debts, restrictions, disabilities, liabilities, and duties of YMCA OF SOUTH COLLIER INC.; and

3.2 All and singular rights, privileges, powers, and franchises of YMCA OF SOUTH COLLIER INC., and all property, real, personal, and mixed, and all debts due to YMCA OF SOUTH COLLIER INC. on whatever account, as well as all claims, suits, and demands, and all other things in action or belonging to YMCA OF SOUTH COLLIER INC. shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed, or other instrument. The title to any real estate or any interest therein, vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in YMCA OF SOUTH COLLIER INC., shall not revert or be in any way impaired by reason of the Merger; and

3.3 All rights of creditors and all liens (if any) upon the property of YMCA OF SOUTH COLLIER INC. shall be preserved unimpaired by the merger and all debts, liabilities, obligations and duties (collectively, "Obligations") of YMCA OF SOUTH COLLIER INC. shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and

3.4 All corporate acts, plans, policies, arrangements, approvals, and authorizations (collectively "Corporate Acts") of YMCA OF SOUTH COLLIER INC., its board of directors, officers, employees, and agents that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the Corporate Acts of the Surviving Corporation and shall be effective and binding upon it on the Effective Date as they were upon YMCA OF SOUTH COLLIER INC. before the Effective Date.

Section 4. Articles of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Date and without further action on the part of the parties to this Agreement, (a) the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as attached in Exhibit A to this Plan, which shall constitute the Articles of Incorporation of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., now known as YMCA OF COLLIER COUNTY, INC. as the Surviving Corporation (the "Articles of Incorporation"), until amended in accordance with its terms, and (b) the Bylaws of the Surviving Corporation shall be amended to read as attached in Exhibit B to this Plan, which shall constitute the Bylaws of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., now known as YMCA OF COLLIER COUNTY, as the Surviving Corporation ("Bylaws"), until amended in accordance with its terms.

The Restated and Amended Articles of Incorporation contain two amendments reflected below (underlining shows additions and deletions are shown by ~~struck through text~~):

First Amendment: Article I of the Amended and Restated Articles of Incorporation is amended as follows:

ARTICLE I
NAME

The name of the Corporation shall be ~~GREATER NAPLES YOUNG MEN'S CHRISTIAN ASSOCIATION, INC.~~ YMCA OF COLLIER COUNTY, INC., a Florida not for profit corporation.

Second Amendment: Article VII of the Amended and Restated Articles of Incorporation is amended as follows:

ARTICLE VII
OFFICERS

The Board of Directors shall elect the following officers of the corporation: ~~Chair of the Board of Directors, President, Vice Chair~~ President Elect, Secretary, and Treasurer and such other officers as the Board of Directors deems advisable. Such officers shall be members of the Board of Directors and shall be elected or appointed and have such duties as set forth in the bylaws.

There are no members entitled to vote on the amendments to the Articles of Incorporation. The board of directors of the Surviving Corporation have approved the amendments to the Articles of Incorporation at a duly constituted meeting called for that purpose, the date of which is the same as the date of the approval of this Plan of Merger.

Section 5. Board of Directors and Terms of Office. At the Effective Date, the members of the first board of directors of the Surviving Corporation shall be the following persons, and each shall hold office for the following terms of office or until their respective successors are duly elected and qualified or until their earlier death, resignation, or removal:

- | | |
|-----------------------|---------|
| 1. Gregory Woods | 1 year |
| 2. Roger Raymond | 1 year |
| 3. [To Be Decided] | 1 year |
| 4. Fred Wakelin | 2 years |
| 5. Paul Tateo | 2 years |
| 6. Scott Stonebreaker | 2 years |
| 7. Mary Beth Geier | 2 years |
| 8. Shawn Lemarie | 3 years |
| 9. Gene D'Onofrio | 3 years |
| 10. Mick Moore | 3 years |
| 11. Ashley Lupo | 3 years |

The successors to the Initial Post-Merger Board shall be elected by the other members in good standing of the Board of Directors at the first business meeting of voting member of the Board of Directors after a term has expired in accordance with the bylaws.

Section 6. Officers. At the Effective Date, the first officers of the Surviving Corporation (the "Initial Post-Merger Officers") shall be the following persons, and each shall hold office in accordance with the Bylaws and until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation, or removal:

President/Chair:	Ashley Lupo
President Elect:	Mick Moore
Past President:	Scott Stonebreaker and Shawn Lemarie
Secretary:	Mary Beth Geier
Treasurer:	Gene D'Onofrio

The successors to the Initial Post-Merger Officers shall be elected pursuant to the terms of the Bylaws.

ARTICLE TWO MEMBERS

Section 1. Voting Members. At the Effective Date, by virtue of the Merger and without any action on the part of any Corporation, each voting membership interest in YMCA OF SOUTH COLLIER INC. outstanding immediately prior to the Effective Date shall become a voting membership interest in the Surviving Corporation.

ARTICLE THREE COMMUNITY ADVISORY BOARDS

Section 1. Community Advisory Board. Each location operating by the Surviving Corporation will have an Community Advisory Board as described in the Bylaws.

Section 2. YMCA OF SOUTH COLLIER INC. location. The initial Community Advisory Board for the YMCA OF SOUTH COLLIER INC. location shall be the following persons, and each shall hold office for the following terms of office or until their respective successors are duly elected and qualified or until their earlier death, resignation, or removal:

1. Fritz Holmes	1 year
2. Roger Raymond	1 year
3. Scott Stonebreaker	2 years
4. Paul Tateo	2 years
5. Ashley Lupo	2 years
6. Mark Rysek	3 years
7. Bill Gaston	3 years

- | | |
|-------------------|---------|
| 8. Gene D'Onofrio | 3 years |
| 9. Joe Contarino | 3 years |

Section 2. GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC.

location. The initial Community Advisory Board for the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. location shall be the following persons, and each shall hold office for the following terms of office or until their respective successors are duly elected and qualified or until their earlier death, resignation, or removal:

- | | |
|---------------------|---------|
| 1. Mick Moore | 1 year |
| 2. Heather Henning | 1 year |
| 3. Shawn Lemarie | 1 year |
| 4. Scott Holcombe | 1 year |
| 5. Bob Rommel | 1 year |
| 6. Jim Krall | 2 years |
| 7. Caren Arnstein | 2 years |
| 8. Greg Woods | 2 years |
| 9. Helena Dabrowski | 2 years |
| 10. Mary Beth Geier | 3 years |
| 11. Fred Wakelin | 3 years |
| 12. Shawna Devlin | 3 years |

**ARTICLE FOUR
OTHER CONDITIONS OF MERGER**

Section 1. Public relations/Communications. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. agree and acknowledge that this merger is not an acquisition or takeover of one YMCA by another and that the legal structure of the merger has been largely dictated by the debt obligations of the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. and the difficulty and expense that would be incurred in transferring the debt obligation if the surviving corporation were the YMCA of SOUTH COLLIER INC. and not the GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. Accordingly, the boards of each YMCA agree that transaction is intended to be a merger of equals in order to strengthen both YMCAs and better serve the Collier County community agree that the transaction shall be represented as such in all communications to the public. The boards of each YMCA agree that they will jointly agree on and approve a separate written communications/public relations plan to properly communicate the merger to the public.

Section 2. Greater Naples YMCA Endowment. The Board of Directors of YMCA OF SOUTH COLLIER INC. and the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. acknowledge that a separate non-profit corporation (known as Greater Naples YMCA Endowment Inc.) exists that manages and controls the GREATER NAPLES YMCA's endowment (the Endowment"). The bylaws of Greater Naples YMCA Endowment Inc. are hereby attached. It is the intention of both Boards that the surviving

corporation shall study and determine whether it is in the best interest of the surviving corporation to have a separate non-profit corporation maintain the Endowment (with the possible addition of funds currently maintained by the South Collier YMCA as an in-house reserve or endowment), or whether Greater Naples YMCA Endowment Inc. should be merged into the surviving corporation sometime after the merger identified in this document so that all reserve and endowment funds are controlled by the surviving corporation. The Boards agree that the surviving entity shall promptly consider this issue and reach a resolution of the issue within one year of the completion of this merger.

ARTICLE FIVE MISCELLANEOUS

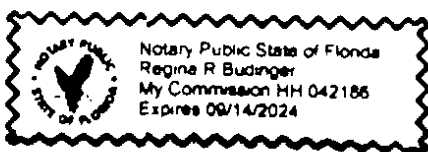
Section 1. Amendment. This Plan may be amended by the Board of Directors of YMCA OF SOUTH COLLIER INC. and/or by the Board of Directors of GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC., at any time prior to the date of filing of the Articles of Merger of Non-Profit Corporation with the Florida Secretary of State.

Section 2. Further Acts. The respective officers of YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. are hereby authorized, empowered and directed by the respective Boards of Directors of the Corporations to do any acts and to make, execute, file and/or record any papers necessary, proper or convenient to carry out any of the provisions of this Plan.

Section 3. Termination. This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the merger.

Section 4. Execution of Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

IN WITNESS WHEREOF, this Plan has been executed by YMCA OF SOUTH COLLIER INC. and GREATER NAPLES YOUNG MENS CHRISTIAN ASSOC, INC. on the date first written above.



Regina R. Budinger

YMCA OF SOUTH COLLIER INC.

Scott Stonebreaker *YMCA of South Collier Inc.*
By: Scott Stonebreaker, Chair of the Board of Directors

GREATER NAPLES YOUNG MENS CHRISTIAN
ASSOC, INC.

Shawn Lemarie
By: Shawn Lemarie, Chair of the Board of Direct

EXHIBIT A
Amended and Restated Articles of Incorporation
of
Surviving Corporation

EXHIBIT B
Amended and Restated Bylaws
of
Surviving Corporation

EXHIBIT C
Bylaws
of
Naples YMCA Endowment

EXHIBIT B
Amended and Restated Articles of Incorporation