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**MERGER OR SHARE EXCHANGE**  
**SOUTH FLORIDA PBS, INC.**

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**PLAN OF MERGER**

ALLAHASSEE, FLORIDA

This PLAN OF MERGER (this "Plan") is made and entered into as of September 30, 2015, by and between South Florida PBS, Inc., a Florida Not For Profit Corporation ("SFPBS"), and WXEL Public Broadcasting Corporation, a Florida Not For Profit Corporation ("WXEL"). SFPBS and WXEL are hereinafter collectively referred to as the "Merging Entities."

**WITNESSETH:**

**WHEREAS**, the Merging Entities desire to merge, following which SFPBS shall be the surviving corporation (the "Merger");

**WHEREAS**, Section 617.1101 of the Florida Statutes permits the Merger of the Merging Entities in the manner provided in this Plan;

**WHEREAS**, the Board of Directors of SFPBS and the Board of Directors of WXEL deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action.

**NOW THEREFORE**, in consideration of the premises and mutual covenants set forth below, the parties agree as follows:

1. **Merging Corporation.** The exact name, jurisdiction, and form / entity type of the "Merging Corporation" to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WXEL Public Broadcasting Corporation	Florida	Not For Profit Corporation

2. **Surviving Corporation.** The exact name, jurisdiction, and form / entity type of the "Surviving Corporation" to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
South Florida PBS, Inc.	Florida	Not For Profit Corporation

3. **Terms and Conditions.** The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying same into effect are as follows:

Upon the filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): (i) WXEL shall be merged with and into SFPBS and SFPBS shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; (ii) the separate existence of WXEL shall cease; (iii) SFPBS shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as a private nature, of WXEL; and all property, real, personal, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to WXEL shall be taken and deemed to be transferred to and vested in SFPBS without further act or deed; and (iv) all corporate acts, plans, policies, contracts, approvals, and authorizations of WXEL and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of WXEL and shall be as effective and binding thereon as the same were with respect to WXEL.

If at any time after the Effective Time, SFPBS shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in SFPBS, the title to any property or rights of WXEL acquired or to be acquired by reason of, or as a result of, the Merger, WXEL (or the proper officers and directors of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in SFPBS and otherwise to carry out the purpose of this Plan.

4. Articles of Incorporation of SFPBS. No changes shall occur to the Articles of Incorporation of SFPBS.

5. Counterparts. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

6. Capitalized Terms. Capitalized Terms used and defined in this Plan shall have the meanings assigned to such terms.

7. Binding Nature. This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.


*[Signatures appear on following page]*

9/30/2015 3:48:51 PM From: To: 8506176380( 4/9 )

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Plan.

**MERGING CORPORATION:**

**WXEL PUBLIC BROADCASTING CORPORATION, a Florida not for profit corporation**

By:   
Name: Bernard E. Henneberg  
Title: CEO

**SURVIVING CORPORATION:**

**SOUTH FLORIDA PBS, INC., a Florida not for profit corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

9/30/2015 3:48:51 PM From: To: 8506176380( 5/9 )

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Plan.


**MERGING CORPORATION:**

**WXEL PUBLIC BROADCASTING  
CORPORATION, a Florida not for profit  
corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SURVIVING CORPORATION:**

**SOUTH FLORIDA PBS, INC., a Florida  
not for profit corporation**

By:  \_\_\_\_\_  
Name: Dalores Sukhdeo  
Title: CEO

9/30/2015 3:48:51 PM From: To: 8506176380( 6/9 )

**ARTICLES OF MERGER**

**OF**

**WXEL PUBLIC BROADCASTING CORPORATION,  
a Florida not for profit corporation,  
as the merging corporation,**

**INTO**

**SOUTH FLORIDA PBS, INC., a Florida not for profit corporation,  
as the surviving corporation,**

Filed by:

Shahram M. Siddiqui  
Berger Singerman LLP  
1450 Brickell Avenue  
Suite 1900  
Miami, FL 33131-3453  
Phone: (305) 714-4390

**ARTICLES OF MERGER  
FOR  
NOT FOR PROFIT CORPORATIONS**

Pursuant to the provisions of Section 617.1105 of the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), South Florida PBS, Inc., a Florida Not For Profit Corporation ("Surviving Corporation"), and WXEL Public Broadcasting Corporation, a Florida Not For Profit Corporation ("Merging Corporation"), hereby execute, deliver and file these Articles of Merger, for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger").

1. **Surviving Corporation:** The exact name and jurisdiction, of the surviving corporation to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>	<u>Date of Organization</u>
South Florida PBS, Inc.	Florida	717001	August 12, 1969

2. **Merging Corporation:** The exact name and jurisdiction of the merging corporation to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>	<u>Date of Incorporation</u>
WXEL Public Broadcasting Corporation	Florida	N11000001131	February 2, 2011


3. **Authorization of Merger:** The Plan of Merger is attached.
4. **Effective Date:** The Merger shall be effective immediately upon the filing of these Articles of Merger with (and the acceptance for filing by) the Department of State of the State of Florida.
5. **Adoption of Merger by Surviving Corporation:** There are no members of the Surviving Corporation entitled to vote on the plan of merger. The plan of merger was unanimously adopted by the Board of Directors of the Surviving Corporation on September 17, 2015.
6. **Adoption of Merger by Merging Corporation:** There are no members of the Merging Corporation entitled to vote on the plan of merger. The plan of merger was adopted by the Board of Directors of the Merging Corporation on July 1, 2015.

9/30/2015 3:48:51 PM From: To: 8506176380( 8/9 )

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their duly authorized officers this 30<sup>th</sup> day of September, 2015.

SURVIVING CORPORATION:

**SOUTH FLORIDA PBS, INC., a Florida not for profit corporation**

By:   
Name: Dolores Sulchide  
Title: CEO

MERGING CORPORATION:

**WXEL PUBLIC BROADCASTING CORPORATION, a Florida not for profit corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



9/30/2015 3:48:51 PM From: To: 8506176380( 9/9 )

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their duly authorized officers this 30<sup>th</sup> day of September, 2015.


SURVIVING CORPORATION:

SOUTH FLORIDA PBS, INC., a Florida not for profit corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MERGING CORPORATION:

WXEL PUBLIC BROADCASTING CORPORATION, a Florida not for profit corporation

By:  \_\_\_\_\_  
Name: Bernard E. Henneberg  
Title: CEO