

718784

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BOLEY CENTERS, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph A. DiVito, Esq.

(Contact Person)

Trenam Law

(Firm/Company)

200 Central Avenue, Suite 1600

(Address)

St. Petersburg, FL 33701

(City/State and Zip Code)

For further information concerning this matter, please call:

Mariella Stevens

(Name of Contact Person)

At (727) 820-3969

(Area Code & Daytime Telephone Number)

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☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF MERGER
BOLEY FOUNDATION, INC.**

The following Articles of Merger are submitted in accordance with the Florida Not-For-Profit Corporation Act, pursuant to Section 617.1101, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is **BOLEY CENTERS, INC.**, a not-for-profit corporation organized and existing under the laws of the state of Florida. 718784
2. The name and jurisdiction of the merging corporation is **BOLEY FOUNDATION, INC.**, under that Agreement dated December 20, 2022. 759651
3. The Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the Board of Directors of the **BOLEY CENTERS, INC.**, a not-for-profit corporation organized and existing under the laws of the state of Florida, on November 17, 2022. The number of Board of Directors in office was Twelve (12). The vote for the Plan of Merger was as follows: 12 for and 0 against.
6. The Plan of Merger was adopted by the Board of Directors of the **BOLEY FOUNDATION, INC.**, under Agreement dated December 20, 2022. The number of Board of Trustees in office was Six (6). The vote for the Plan of Merger was as follows: 6 for and 0 against.

[Signatures on the following page.]

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Articles of Merger
Signature Page

BOLEY CENTERS, INC.

a Florida not-for-profit corporation

By: *[Signature]* - President
Joseph L. Smith

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 20 day of December, 2022, by Joseph Smith, as President of the **BOLEY CENTERS, INC.**, who is ☒ personally known to me or ☐ has produced _____ as identification.

(SEAL)



Ashlee Waliszewski
Notary Public
State of Florida
Comm# HH126939
Expires 5/5/2025

Ashlee Waliszewski
Notary Public
My Commission Number: HH126939
My Commission Expires: 5/5/2025

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Articles of Merger
Signature Page

BOLEY FOUNDATION, INC.

By: Martin T. Lott
MARTIN LOTT, President

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 20 day of December 2022, by MARTIN LOTT as President of BOLEY FOUNDATION, INC., who is ☒ personally known to me or ☐ has produced _____ as identification.

(SEAL)



Ashlee Waliszewski
Notary Public
State of Florida
Comm# HH126939
Expires 5/5/2025

Ashlee Waliszewski
Notary Public
My Commission Number: HH126939
My Commission Expires: 5/5/2025

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes. The name of the surviving corporation is **BOLEY CENTERS, INC.**, a Florida not-for-profit corporation. The name of the merging corporation is **BOLEY FOUNDATION, INC.**, a Florida not-for-profit corporation.

TERMS & CONDITIONS

1.1. Surviving Corporation. In accordance with the provisions of this Agreement and the applicable laws of the State of Florida, on December 20, 2022, (the "Effective Date"), **BOLEY FOUNDATION, INC.** shall be merged into the **BOLEY CENTERS, INC** and the separate existence of **BOLEY FOUNDATION, INC.** shall cease. **BOLEY CENTERS, INC.**, shall be the surviving corporation and shall continue its corporate existence and organization under the laws of the State of Florida. The name of the surviving corporation shall remain the **BOLEY CENTERS, INC.**

1.2. Effects of the Merger. Without limiting the generality of the preceding section, the separate existence of **BOLEY FOUNDATION, INC.**, shall cease as of the Effective Date and **BOLEY FOUNDATION, INC.**, will transfer all of their obligations, contracts, leases, assets and liabilities to the surviving corporation and the surviving corporation shall accept all such obligations, contracts, leases, assets and liabilities.

1.3. Board of Directors. Effective on the Effective Date, the Board of Directors of the surviving corporation's existing Board of Directors shall remain in place.

1.4 Officers. Upon the Effective Date, the officers of the surviving corporation shall be the following persons, and each shall hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal: Kevin Marrone, President/CEO; Bussey Rutland, Chairman; Paul Misiewicz, First Vice Chairman; Joseph L. Smith, Second Vice Chairman; Jack Humburg, COO/Secretary; and Reginal Alexis, CFO.

1.5. Restrictions on Donations. Any donor-imposed restrictions on use of donated funds previously approved by the merging corporation will be honored by surviving corporation.

STATEMENT OF CHANGES TO ARTICLES OF INCORPORATION

2.1. As of the Effective Date, and without further action on the part of the parties to this Agreement, the Articles of Incorporation and Bylaws of the Boley Centers, Inc. shall remain in force as the only Articles governing the newly merged surviving corporation, until same are amended in accordance with their respective terms.

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OTHER PROVISIONS OF THE MERGER

3.1. Articles of Merger. The Secretary of the surviving corporation is authorized to file the Articles of Merger with the Florida Department of State, Division of Corporations, and take all other reasonable steps to facilitate and document this Merger.

3.2. Further Acts. The respective officers of the surviving corporation are hereby authorized, empowered and directed by the respective Members and Board of Directors of the surviving corporation to do any reasonable and necessary acts to affect any of the provisions of this Agreement.

3.3. Counterparts. This Agreement 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.

This Agreement has been executed on behalf of the surviving corporation and the merging corporation, on this 20th day of December, 2022.

Merging Corporation

BOLEY FOUNDATION, INC

By: Martin T. Lott

Print: Martin Lott

Title: President

Surviving Corporation

BOLEY CENTERS, INC.

By: Kevin M. Marcone

Print: Kevin Marcone

Title: CEO

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