

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.
James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

718852

July 23, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

500004495835-8
-07/25/01--01078--019
*****78.75 *****78.75

RE: Dunedin Historical Society, Inc. / Dunedin Historical Society Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Merger for filing regarding the above-referenced matter. Also enclosed is our check in the amount of \$78.75 to cover the cost of the following services:

- | | |
|---|---------------------------|
| 1. Filing fee for Articles of Merger | \$70.00 |
| 2. One certified copy of the Articles of
Incorporation (not exceeding 8 pages) | \$ <u>8.75</u>
\$78.75 |

If you have any questions, please do not hesitate to contact my office.

Sincerely,

Jack R. St. Arnold

JRS/sh
Enclosures
Enclosure

FILED
01 AUG 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

ST. ARNOLD & STEARNS

CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.
James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

August 15, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

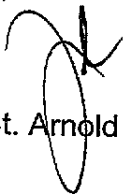
RE: Dunedin Historical Society, Inc. / Dunedin Historical Society Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Merger for filing regarding the above-referenced matter. We previously forwarded a check in the amount of \$78.75; \$70.00 for the filing fee and \$8.75 for a certified copy of the Articles of Merger.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



Jack R. St. Arnold

JRS/sh
Enclosures

RECEIVED
01 AUG 17 AM 7:47
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 2001

JACK R. ST. ARNOLD
ST. ARNOLD & STEARNS
1370 PINEHURST RD.
DUNEDIN, FL 34698

SUBJECT: DUNEDIN HISTORICAL SOCIETY, INC.
Ref. Number: 718852

We have received your document for DUNEDIN HISTORICAL SOCIETY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please list the street address of each officer/director.

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

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown

ARTICLES OF MERGER
Merger Sheet

MERGING:

DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC., a Florida corporation,
N95000002781

INTO

DUNEDIN HISTORICAL SOCIETY, INC., entity, 718852

File date: August 17, 2001

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER FOLLOWING SHAREHOLDER
APPROVAL WITHOUT A MEETING**

FILED
01 AUG 17 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to 617 of the Florida Not For Profit Corporation Act (the "Act"), Dunedin Historical Society, Inc., a Florida Corporation, and Dunedin Historical Society Foundation, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Dunedin Historical Society Foundation, Inc. into Dunedin Historical Society, Inc., the latter of which is to survive the merger.

That certain Plan and Agreement of Merger (the "Agreement") dated June 15, 2001, by and between Dunedin Historical Society, Inc., a Florida Corporation, and Dunedin Historical Society Foundation, Inc., a Florida corporation, attached and made a part of this instrument, it was submitted to a meeting of the members of the Dunedin Historical Society at which sufficient votes for approval of the merger were cast on April 17, 2001 and the Articles of Merger was submitted to a meeting of the members of Dunedin Historical Society Foundation at which sufficient votes for approval of the merger were cast on April 12, 2001. The vote on the plan was adopted in accordance with §617.0701, Florida Statutes.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers.

DUNEDIN HISTORICAL SOCIETY, INC.

BY: 

JACK R. ST. ARNOLD, PRESIDENT

DUNEDIN HISTORICAL SOCIETY FOUNDATION, INC.

BY: 

JAMES R. STEARNS, SECRETARY

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated the 15 day of June, 2001, by and between Dunedin Historical Society, Inc. (DHS) and Dunedin Historical Society Foundation, Inc. (Foundation).

WITNESSETH:

WHEREAS DHS is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS Foundation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS DHS and Foundation have agreed that Foundation shall merge into DHS upon the terms and conditions and in the manner set forth in this agreement and in accordance with the applicable laws of the State of Florida,

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this agreement and in order to consummate the transactions described above, DHS and Foundation, the constituent corporation to this agreement, agree as follows:

1. DHS and Foundation agree that Foundation shall be merged into DHS, as a single corporation, upon the terms and conditions of this agreement and that DHS shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation"), and they further agree as follows:
 - a. The purposes, the registered agent, the address of the registered office, number of directors and the offices of the surviving corporation shall be as appears in the articles of incorporation of DHS as on file with the office of the Secretary of State of Florida on the date of this agreement. The terms and provisions of the articles of incorporation are incorporated in this agreement. From and after the effective date and until further amended, altered or restated as provided by law the articles of incorporation separate and apart from this agreement shall be and may be separately certified as the articles of incorporation of the surviving corporation.
 - b. The articles of incorporation of DHS, on the effective date, shall be amended by adding to the present Article II, which shall read as follows, "Further the purpose of this organization shall be to establish an endowment fund adequate to provide for capital improvement and preservation of historical structure and to provide educational and historical information regarding the unique history of the Dunedin area."

- c. The bylaws of DHS in effect on the effective date shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.
- d. The person who upon the effective date of the merger shall constitute the board of directors of the surviving corporation shall be Carl Keltner, Dan Zantop, Don Goodall, Melba Rilott, James Stearns, Dennis Tuck, Ted Napp, Carol Allen and Evelyn Towler. If on the effective date of merger any vacancy exists on the board of directors of the surviving corporation, that vacancy may be filled in the manner provided in the bylaws of the surviving corporation.
- e. The persons who upon the effective date of merger shall constitute the officers of the surviving corporation shall be: President until 2002 - Jack R. St. Arnold; 1st Vice President - Lois Hager; 2nd Vice President - Susan Littlejohn; Secretary - Nell Thomas; and Treasurer - Kevin Donoghue.

2. This agreement shall be submitted to the members of DHS and Foundation (the "constituent corporations") for their consent and approval in accordance with §617.1103 of the Florida Not For Profit Corporation Act and, if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable thereafter, the fact that this agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this agreement and appropriate articles of merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of Foundation into DHS shall become effective upon the filing of this agreement and appropriate articles of merger with the office of the Secretary of State of Florida. The date on which the merger of Foundation into DHS becomes effective is called in this instrument the "effective date" of the merger.

3. When this agreement shall have been approved, signed, acknowledged and filed, the separate existence of Foundation shall cease and Foundation shall be merged into the surviving corporation in accordance with this agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular rights, privileges, powers, franchises, patents, trademarks, licenses, and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either if the constituent corporations in whatever account as well for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registration and every other interest thereafter shall be as effectually the property of the surviving corporations as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights

of creditors and all liens in the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. DHS and Foundation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

5. Anything in this agreement to the contrary notwithstanding, this agreement may be terminated and abandoned at any time prior to the effective date:

- a. by mutual consent of the board of directors of DH and Foundation.
- b. by the board of directors of DHS or Foundation if the merger shall not have become effective.

6. In the event of any termination and abandonment as above provided in paragraph 5, notice shall be given to the other parties to this agreement and this agreement shall then become wholly void and of no effect, and there shall be no liability on the part of any party or its board of directors or shareholders.

7. This agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon DHS and Foundation, and their respective successors and assigns; nothing in this agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this agreement

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

IN WITNESS WHEREOF the duly authorized officers of the constituent corporations JACK St. Arnold and Kevin Donoghue acting through their duly authorized officers, all parties to this agreement, this 15 day of June, 2001, have signed this plan and agreement of merger.

Dunedin Historical Society, Inc.

By: [Signature]
Its: [Signature]

Dunedin Historical Society Foundation, Inc.

By: [Signature]
Its: [Signature]