

Florida Department of State
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
MAITLAND ART AND HISTORY ASSOCIATION, INC.

Certificate of Status	0
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merger/cc
@ 5/14/10

2010-05-13 15:42

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P 2/6

H10000116182 3

**ARTICLES OF MERGER
OF
MAITLAND ART ASSOCIATION, INC.,
a Florida not-for-profit corporation,
INTO**

**MAITLAND ART AND HISTORY ASSOCIATION, INC.,
a Florida not-for-profit corporation**

FILED
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TALLAHASSEE, FLORIDA
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The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Maitland Art and History Association, Inc.	Florida	718882
/k/a Maitland Historical Society, Inc.		

SECOND: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Maitland Art Association, Inc.	Florida	719684

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The members of Maitland Art and History Association, Inc. were not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of Maitland Art and History Association, Inc. on May 12, 2010. The number of directors in office was 9. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 6 FOR; 0 AGAINST.

SIXTH: The members of Maitland Art Association, Inc. were not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of Maitland Art Association, Inc. on May 12, 2010. The number of directors in office was 21. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 18 FOR; 0 AGAINST.

H10000116182 3

2010-05-13 15:42

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P 3/6

H10000116182 3

Executed on May 12, 2010.

MATTLAND ART AND HISTORY
ASSOCIATION, INC., a Florida
not-for-profit corporation

MATTLAND ART ASSOCIATION,
INC., a Florida not-for-profit corporation

By: 

Name: Anita Blackwelder

Title: President

By: 

Name: VICTOR L. DIAZ

Title: PRESIDENT

PLAN OF MERGER
BETWEEN
MAITLAND ART ASSOCIATION, INC.,
a Florida not-for-profit corporation,
INTO
MAITLAND ART AND HISTORY ASSOCIATION, INC.,
a Florida not-for-profit corporation

The following Plan of Merger is submitted in compliance with sections 617.1101 and 617.1103, Florida Statutes.

FIRST: The name and jurisdiction of the surviving party (referred to hereinafter as "MAHA") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Maitland Art and History Association, Inc.	Florida
f/k/a Maitland Historical Society, Inc.	

SECOND: The name and jurisdiction of the merging party (referred to hereinafter as "MAA") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Maitland Art Association, Inc.	Florida

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

MAA shall be merged with and into MAHA effective upon filing Articles of Merger (the "Effective Time") which shall be the surviving corporation at the Effective Time of the merger and which shall continue to exist as a not-for-profit corporation under the laws of the State of Florida. MAHA shall succeed to all rights, assets, liabilities and obligations of MAA, and the separate existence of MAA shall cease at the Effective Time of the merger.

FOURTH: The Articles of Incorporation of MAHA at the Effective Time of the Merger shall be the Articles of Incorporation of MAHA.

FIFTH: The Bylaws of MAHA at the Effective Time of the merger shall be the Bylaws of MAHA.

SIXTH: At the Effective Time of the merger, the manner and basis of converting the memberships of MAA and MAHA into memberships of MAHA are as follows (i) each member of MAA shall become a member of MAHA subject to all the conditions and obligations of membership set forth in the Articles of Incorporation and Bylaws of MAHA, as amended; and (ii) each member of MAHA shall remain a member of MAHA subject to all the conditions and obligations of membership set forth in the Articles of Incorporation and Bylaws of MAHA, as amended.

SEVENTH: At the Effective Time of this merger, the following individuals shall serve as the members of the Board of Directors of MAHA and shall continue to serve as members of the Board of Directors of MAHA until the expiration of their respective terms as established in the Bylaws of MAHA. If, by reason of death or otherwise, any such person cannot or will not act as a member of the Board of Directors, the vacancy thereby created will be filled after the merger becomes effective in accordance with the Bylaws of MAHA.

<u>Name:</u>	<u>Title:</u>	<u>With a Term Expiring On:</u>
Victor Diaz	Director	September 30, 2010
Roger Pickar	Director	September 30, 2011
Bill Taulbee	Director	September 30, 2013
Suzanne Oberholtzer	Director	September 30, 2012
Valerie Seidel	Director	September 30, 2011
Anita Blackwelder	Director	September 30, 2011
Sandy Bonus	Director	September 30, 2010
Butch Charlan	Director	September 30, 2010
Jere Pile	Director	September 30, 2010
David Sigalow	Director	September 30, 2010
Rachel Steiner	Director	September 30, 2010
Kent Arblaster	Director	September 30, 2010
Karen Savage	Director	September 30, 2010
Justin Hallock	Director	September 30, 2010
Larry Adams	Director	September 30, 2010
Bill Dacko	Director	September 30, 2011
Alison Horne	Director	September 30, 2011
John Poele	Director	September 30, 2011
Hank Wolf	Director	September 30, 2011
Bill Randolph	Director	September 30, 2011
Jennifer Seck	Director	September 30, 2011
Les Jarvela	Director	September 30, 2012
Hudson Marvel	Director	September 30, 2012
Michael OKaty	Director	September 30, 2012
Chris Ralceigh	Director	September 30, 2012
Lizette Valarino	Director	September 30, 2012
Tricia Johnson	Director	September 30, 2012
Angela Ciambone	Director	September 30, 2012
Cheryl Harrison-Lee	Director	September 30, 2012
Chad Alvaro	Director	September 30, 2012
Darrell DeVaney	Director	September 30, 2012
Jon Wood	Director	September 30, 2012
Maury Hurt	Trustee Emeritus	
William Orr	Trustee Emeritus	

EIGHTH: At the Effective Time of this merger, the following individuals shall serve as the initial officers of MAIIA and shall continue to serve as officers of MAIIA until the expiration of their respective terms and the election of their successors in accordance with the Bylaws of MAIIA. If, by reason of death or otherwise, any such person cannot or will not act as an officer, the vacancy thereby created will be filled after the merger becomes effective in accordance with the Bylaws of MAIIA.

<u>Name:</u>	<u>Office:</u>	<u>With a Term Expiring On:</u>
Victor Diaz	President	September 30, 2010
Roger Pickar	First Vice-President	September 30, 2010
Bill Taulbee	Second Vice-President	September 30, 2010
Suzanne Oberholtzer	Secretary	September 30, 2010
Valerie Seidel	Treasurer	September 30, 2010
Anita Blackwelder	Past President	September 30, 2011

NINTH: The Effective Time of this merger shall be upon filing.

TENTH: If any provision of this Plan of Merger is deemed invalid or unenforceable, such provision will be deemed limited by construction in scope and effect to the minimum extent necessary to render it valid and enforceable and, in the event no such limiting construction is possible, the invalid or unenforceable provision will be deemed severed from this Plan of Merger without affecting the validity of any other term or provision.