

719788

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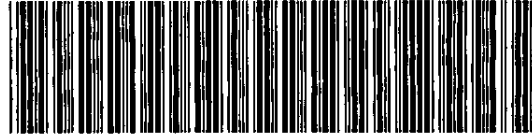
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Merger

APR 27 2016

R. WHITE

16 APR 26 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
16 APR 26 PM 3: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
West Central Florida Council, Inc., Boy Scouts of America	State of Florida	719788

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Gulf Ridge Council, Inc., Boy Scouts of America	State of Florida	703581

Third: *The Plan of Merger is attached.*

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

OR 05/01/2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after the merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on March 30, 2016. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: Forty eight (48) FOR - Seven (7) AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.

The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on March 15, 2016. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: Sixty (60) FOR Zero (0) AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.

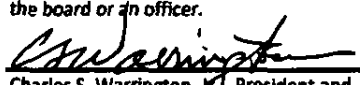
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation


West Central Florida Council,
Inc., Boy Scouts of America

Signature of the chairman/vice chairman of
the board or an officer.


Charles S. Warrington, Jr., President and
Board Chairman

Typed or Printed Name of Individual & Title

Gulf Ridge Council, Inc., Boy
Scouts of America


Thomas Hochhausler, President and Board
Chairman

**PLAN OF MERGER OF
GULF RIDGE COUNCIL, INC., BOY SCOUTS OF AMERICA,
A Florida not for profit corporation
-into-
WEST CENTRAL FLORIDA COUNCIL, INC., BOY SCOUTS OF AMERICA,
A Florida not for profit corporation**

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. Constituent Corporations. The names of the constituent corporations are GULF RIDGE COUNCIL, INC., BOY SCOUTS OF AMERICA, and WEST CENTRAL FLORIDA COUNCIL, INC., BOY SCOUTS OF AMERICA, hereinafter called, respectively "Gulf Ridge Council" and "West Central Council."

2. Surviving Corporation. The surviving corporation will be West Central Council, and its name, upon the effective date of merger, shall be changed to the Greater Tampa Bay Area Council, Inc., Boy Scouts of America, with the name to be approved by the executive boards of both Gulf Ridge Council and West Central Council.

ARTICLE II

MEMBERS OF CONSTITUENT CORPORATIONS

1. Members. As to each constituent corporation, the members, including their classification and voting rights, are as follows:

GULF RIDGE COUNCIL

Classification:

- (1) Active Members
- (2) Associate Members
- (3) Honorary Members
- (4) Members at Large (Executive Board Members)

Voting Rights:

None (regarding mergers)
None
None
One vote per board member

WEST CENTRAL COUNCIL

Classification:

- (1) Active Members
- (2) Associate Members
- (3) Honorary Members
- (4) Members at Large (Executive Board Members)

Voting Rights:

None (regarding mergers)
None
None
One vote per board member

2. Membership Classification. The corporate membership of both corporations is composed of active members and may include associate members and honorary members. Each active, associate or honorary member of the corporation shall be a person of legal age or over who (a) is a citizen of the United

States of America, or has legally declared his, or her, intention to become a citizen of the United States of America and has an active application seeking citizenship, (b) has subscribed to the Scout Oath and Law and Bylaws of the Boy Scouts of America, Inc., (c) has been registered by the Boy Scouts of America, Inc. in accordance with its bylaws, and (d) otherwise meets all qualifications for membership from time to time promulgated by the National Council, Boy Scouts of America.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

1. Merger. The Gulf Ridge Council and the West Central Council have agreed that the service to youth will be promoted and administrative efficiencies will be effected by the formation of a new Scout council that consists of a merger of the two councils. Therefore, the Gulf Ridge Council will merge with the West Central Council and the name of the surviving corporation, West Central Council shall be changed to ***"Greater Tampa Bay Area Council, Inc.,"*** Boy Scouts of America, upon the effective date of merger. Each council shall provide the surviving corporation with a list of, and all title documents to all of its property, real and personal, tangible and intangible, and every other asset, including operating, capital and endowment accounts and those rights which it enjoys as a beneficiary of a trust or similar arrangement, and all of its records, all of which property, assets, rights and records shall inure to the benefit of the surviving corporation.

2. Newly Adopted Bylaws. The surviving corporation will adopt new Bylaws which are substantially the same as the Standard Local Council Bylaws recommended by the National Council, Boy Scouts of America. Under such newly adopted Bylaws, the membership of the constituent corporations shall retain substantially the same qualifications, responsibilities, privileges and voting rights as provided by their respective current Bylaws.

3. Amended Articles of Incorporation. Upon the effective date of the merger, the West Central Council shall make the following amendment to its Articles of Incorporation:

a. The Name of the corporation shall be changed to the Greater Tampa Bay Area Council, Inc., Boy Scouts of America, with the name to be prior approved by both Councils as aforesaid.

4. Amended Bylaws. Upon the effective date of the merger, the West Central Council shall make the following amendments to its Bylaws:

a. Section 2 shall be amended to provide that the executive board of the corporation shall consist of not fewer than fifty members. The initial composition of the executive board upon merger for the first full year after the merger shall consist of existing members of the previous Gulf Ridge Council executive board and the existing members from the West Central Florida Council executive board; thereafter, executive board members will be elected at the annual meeting of the Council. In addition, the executive board shall also have as members: (i) the officers of the corporation including the scout executive who shall have no vote, (ii) the chairs of the committees of the executive board and the chairs of the several district committees upon their

being approved by the executive board, and (iii) not more than two youth members who shall be registered Boy Scouts or Venturers appointed by the Council president with the approval of the executive board to serve for a term of one year.

5. Scout Executive. The Council will retain William M. Davis as the Scout Executive who shall serve at the pleasure of the new executive board.

6. President. The surviving council president shall be Thomas C. Hochhausler and he will serve in that office commencing on the effective date of the merger until replaced as provided under the surviving council's bylaws.

7. Vice-Presidents and Remaining Officers. In order to ensure continuity and facilitate the transition, the respective vice-presidents and remaining officers from each constituent council shall continue as co-positions and work together as one committee until such time as a nominating committee is formed and new vice-presidents and officers are elected.

8. Property, OA, Membership, Finances. During the first two years measured from the effective date of merger of the two councils, the council shall address, with the recommendations from the scout executive, such matters as the principal location of the Service Center and Scout Shops of the Council; the physical boundaries of the districts of the Council; the disposition of the existing two Order of the Arrow lodges; the funding requirements and existing restrictions and limitations on endowments; and membership requirements of the council. It is expressly agreed that the issue of the disposition of the following council properties shall be deferred for a two-year period, to wit: Sand Hill Scout Reservation, Camp Soule, Camp Brorein, Flaming Arrow Scout Reservation, and Camp Alafia. It is further agreed that this two-year property deferral shall in no way be interpreted to limit or restrict the conservation/mitigation bank permitting efforts associated with Flaming Arrow Scout Reservation and Camp Alafia; nor shall it restrict the conveyance of any required easements, or the execution, submission or recordation of any other documentation associated with the conservation/mitigation bank efforts; nor, upon permitting, shall it restrict the marketing and sale of any conservation/mitigation bank credits or the implementation of required improvements to the permitted properties.

9. Transition Committee. Prior to the merger, each Council President will appoint four members from their council to a joint transition team. Thereafter, the effective date of the merger, the Council president may appoint one or more committees to review any subject identified by the transition.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. Effective Date. This plan shall be submitted to the respective members of the constituent corporations for its adoption by their respective votes, following which Articles of Merger shall be filed with the Florida Secretary of State, as required under Florida Statute 617, Corporations Not for Profit. The merger shall become effective upon the approval of the Articles of Merger by the Secretary of State. Each corporation shall conduct its own affairs until the merger becomes effective.

2. Effect of Merger. When the Articles of Merger have been approved by the Florida Secretary of State, as provided for under Florida Statute Chapter 617, Corporations Not for Profit, the separate existence of the Gulf Ridge Council shall cease and said corporation shall be merged in accordance with the provisions of this plan into the West Central Council, which name shall be changed to the Greater Tampa Bay Area Council, Inc., Boy Scouts of America. The renamed West Central Council shall survive such merger; shall continue in existence; and, shall without other transfer, succeed to the ownership and possession of all the rights, privileges, immunities, and powers of each of the constituent corporations. All the property and assets, real and personal, tangible and intangible, including operating, capital and endowment and trust funds and all rights which it enjoys as a beneficiary of any trust or similar arrangement, all causes of action, and every other asset of each of the constituent corporations, shall vest in such surviving corporation without further act or deed; provided, however, that the surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. Notwithstanding the foregoing, if any act is required or would be helpful by a constituent corporation in order to transfer any such property, assets or rights, each such constituent corporation will perform any and all such acts. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such merger. No action of proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Membership Privileges. Following the merger, the surviving corporation will extend to all members of all classes, and to all Scouts and Scouters of Gulf Ridge Council all privileges, rights and responsibilities accorded to them prior to the merger.

4. Expenses of Merger. The surviving corporation shall pay all expenses of carrying this plan into effect and of accomplishing the merger.

5. Counterparts. For the convenience of the parties and to facilitate approval of this plan, two (2) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

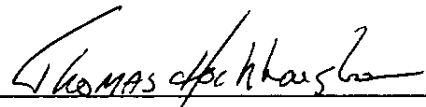
ARTICLE V

ADOPTION OF PLAN OF MERGER

1. The foregoing plan has been duly approved and adopted by the Executive Board/Board of Directors of Gulf Ridge Council on March 15, 2016, and by the Gulf Ridge Council membership on March 15, 2016, and by the Executive Board/Board of Directors of West Central Council on March 30, 2016 and by the West Central membership on March 30, 2016.

Dated: March 15, 2016
Tampa, FL

GULF RIDGE COUNCIL, INC.
BOY SCOUTS OF AMERICA

By: 
Thomas Hochhausler, President

Dated: March 30, 2016
Seminole, FL

WEST CENTRAL FLORIDA, INC.
BOY SCOUTS OF AMERICA

By: 
Charles S. Warrington, Jr., President