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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Switchboard of Miami, 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:

Catherine Penrod, CEO

(Contact Person)

Switchboard of Miami, Inc.

(Firm/Company)

190 NE 3rd Street

(Address)

Miami, Florida 33132

(City/State and Zip Code)

For further information concerning this matter, please call:

Catherine F. Penrod

(Name of Contact Person)

At (305) 358-1640

(Area Code & Daytime Telephone Number)



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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER

(Not for Profit Corporations)

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)
<u>Switchboard of Miami, Inc.</u>	<u>Florida</u>	<u>720465</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Family Counseling Services of Greater Miami, Inc.</u>	<u>Florida</u>	<u>718324</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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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

OR 07 / 01 / 2014 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

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 Feb. 26, 2014.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
13 FOR 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

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 7, 2014. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 9 FOR 0 AGAINST

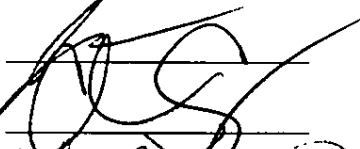
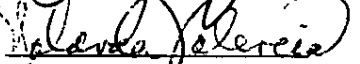


SECTION II

(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

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Switchboard of Miami, Inc.		Mr. Joaquin Urquiola, Chairman
Switchboard of Miami, Inc.		Mr. Christopher Collings, Vice Chairman
Family Counseling Services		Ms. Yolanda Valencia, Chair
Family Counseling Services		Mr. Jason Kellogg, Esq., Vice Chair

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Switchboard of Miami, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Family Counseling Services of Greater Miami, Inc.

Florida

The terms and conditions of the merger are as follows:

Please see attached document.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

The articles of incorporation remain unchanged.

Other provisions relating to the merger are as follows:

Please see attached document.

MEMO

**To: Mr. Joaquin Urquiola, Chairman, Switchboard of Miami, Inc.
Ms. Yolanda Valencia, Chairman, Family Counseling Services of Greater Miami, Inc.
Directors, Switchboard of Miami, Inc.
Directors, Family Counseling Services of Greater Miami, Inc.**

From: Betsy Steiner, Merger Consultant

Date: January 29, 2014

Re: Plan of Merger for Switchboard of Miami, Inc., and Family Counseling Services of Greater Miami, Inc.

The following Plan of Merger is submitted in compliance with Section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation. The terms and conditions of the merger between Switchboard of Miami, Inc., and Family Counseling Services of Greater Miami, Inc., are as follows:

I. Governance

- Family Counseling Services of Greater Miami, Inc. will merge into Switchboard of Miami, Inc.
- The merged organization will be named "Switchboard of Miami, Inc."
- "Family Counseling Services Division" will be the name of the counseling division of Switchboard.
- The physical address of the merged organization will be:

Switchboard of Miami, Inc.
190 NE 3rd Street
Miami, Florida 33132

- Unless otherwise indicated in this merger agreement, the bylaws of Switchboard, adopted June 27, 2012 will govern the merged organization.
- The board of directors will be expanded to no more than twenty-five (25) Directors, temporarily, for the purpose of implementing the merger. After a two (2) year transitional period, the board will have no less than twelve (12) and no more than twenty-one (21) Directors.

- Director terms will be three (3) years. Directors may serve two (2) consecutive terms. After two (2) terms, directors will remain off the board for no less than one (1) year before being elected to the board again. A Director and who has been off the Board for at least one (1) year may be elected again as a Director only by a 2/3 vote of the Board.
- It is intended that a Director serve no more than six (6) consecutive years as a Director. A Director initially elected to serve for less than three (3) years, to fill a vacancy or to increase the number of Directors, may serve up to eight (8) consecutive years. A Director who sits on the Executive Committee may continue to serve as a Director while he or she occupies a position on the Executive Committee.
- The Officers of the merged corporation will be a Chairman, Incoming Chairman, Immediate Past Chairman, Secretary and Treasurer.
- A transitional Executive Committee will consist of the Officers and four (4) Directors "at-large". The ongoing Executive Committee will have two (2) Directors "at-large."
- Officers will normally serve for two (2) one-year terms. No person will serve for more than three (3) years in any one Officer position.
- The board will have five (5) standing committees:
 - Board Development
 - Financial Development
 - Audit and Finance
 - Public Relations and Marketing
 - Executive
- An annual financial contribution will be required of all Directors and will be determined by the Board of Directors. During the transitional period, Directors will make an annual gift not-less-than what is required by the contribution policy of their original board.
- If it is desired, the mission and vision of the merged organization will be changed after the organizations have merged. Switchboard and the new Family Counseling Services Division will maintain their respective vision and mission statements until the board takes action.

II. Programs

- It is anticipated that the current programs of both organizations will continue following the merger.

III. Financial

- All financial matters and transactions, dealing with the merger, will be conducted in accordance with Generally Accepted Accounting Principals applicable to not-for-profit corporations.

IV. Human Resources

- Catherine Penrod will continue as the Chief Executive Officer of Switchboard.
- Heather Winters will become Senior Director, Family Counseling Services Division of Switchboard.
- It is anticipated that existing staff of both organizations will be retained in the merged organization.
- Catherine Penrod and Heather Winters will have employment agreements that include a minimum of twelve (12) weeks of regular compensation in the event of involuntary termination within twenty-four (24) months of the effective merger date. The Executive Committee will be responsible for determining severance packages.

V. Marketing and Communications

- A marketing and communications plan including branding considerations will be created once the merger has been approved.

A statement of changes in the articles of incorporation of the surviving corporation, Switchboard of Miami, Inc., to be effected by the merger is as follows:

The Articles of Incorporation for Switchboard of Miami, Inc. will remain unchanged.

Other provisions relating to the merger are as follows:

I. Board of Directors

The current Switchboard Directors and Officers, listed below, will continue to serve on the Board, in their respective roles in accordance with their current term limits, until the next annual election of Officers and Directors.

Joaquin Urquiola, CPA, Chairman
Christopher Collings, Esq., Incoming Chairman
Mark Santos, Treasurer

Erbi Blanco-True, Secretary
Robert Barrett, Past Chairman
Nancy Cooper
Julio Gonzalez
Phil Grose
Eric Hernandez
Lorraine O'Neil
Dr. Gregg Pizzi
Alexander Ramos
Dr. Michael Rosenberg
Ian Shapiro, CPA
Ruth Srebrenik
Edward Straub Jr.
Catherine Penrod, Staff Representative

Directors from Family Counseling Services will join the Switchboard Board of Directors as indicated below:

Yolanda Valencia, Executive Committee, 3-year term
Alex Abreu, Executive Committee, 3-year term
Jason Kellogg, 2-year term
Michelle Wallach, 2-year term
Michele Lipson, 2-year term
Morrie Hollander, 2-year term
Alex Buznego, 1-year term
Lori Gold, 1-year term

The terms listed above may be renewed in accordance with Switchboard bylaws. Family Counseling Services Directors joining Switchboard's Board of Directors will have the opportunity to serve on at least one committee.

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