

722006
WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
" Founded 1925 "

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE R. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
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PETER T. CURRIN
E. JOHN WAGNER, II
WILLIAM G. SCHLOTTHAUER

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile (941) 366-5109

October 2, 2000

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Division of Corporations
Mergers
Post Office Box 6327
Tallahassee, Florida 32314

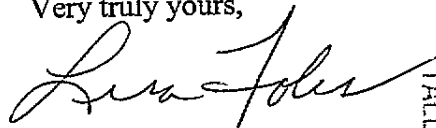
Re: **THE KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC.**
THE KIWANIS CLUB OF SARASOTA-SUNRISE, INC.

Dear Sir/Madam:

We enclose on behalf of our client, The Kiwanis Club of Progressive Sarasota, Inc., duplicate originals of Articles and Plan of Merger. Please file these articles as quickly as possible. Then, using one of our originals, please provide a certified copy and return it to our office via regular U.S. mail. We also enclose our check made payable to "Secretary of State" in the amount of \$78.75 to cover the filing fees for this transaction.

Thank you for your expediency in this matter, and please contact the undersigned immediately, should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-410953

FILED
00 OCT 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
T. LEWIS OCT 26 2000

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www.williamsparker.com

Writer's Facsimile (941) 366-5109

October 23, 2000

Ms. Thelma Lewis
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

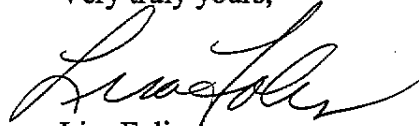
**Re: KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC.
KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC.**

Dear Ms. Lewis:

Enclosed are duplicate originals of Articles of Merger and Plan of Merger for the referenced corporations, which have been revised to reflect the correct names of the corporations. Please file these articles as quickly as possible. Then, using one of our originals, please provide a certified copy and return it to our office via regular U.S. mail.

Thank you for your expediency in this matter, and please contact the undersigned immediately should any further problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-413026

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

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October 16, 2000

Ms. Thelma Lewis
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

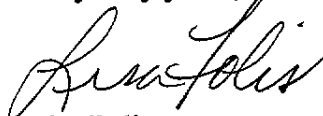
**Re: KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC.
KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC.**

Dear Ms. Lewis:

Enclosed please find a copy of your letter, 300A00053681, and the revised duplicate originals of the Articles of Merger of Kiwanis Club of Progressive Sarasota, Inc. into Kiwanis Club of Sarasota-Sunrise, Florida, Inc. Please file these articles as quickly as possible. Then, using one of our originals, provide a certified copy and return it to our office via regular U.S. mail.

Thank you very much, and please contact the undersigned immediately should any other problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 2000

LISA FOLIS, CORPORATE PARALEGAL
WILLIAMS, PARKER, HARRISON, DIETZ, ET AL
P. O. BOX 3258
SARASOTA, FL 34230-3258

SUBJECT: KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC. and
KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC.
Ref. Number: 722006

We have received your document for KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC. and KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 300A00053681

ARTICLES OF MERGER
Merger Sheet

MERGING:

KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC., a Florida entity, N50977

INTO

KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC., a Florida entity,
722006

File date: October 25, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
KIWANIS CLUB OF PROGRESSIVE SARASOTA, INC.
INTO
KIWANIS CLUB OF SARASOTA-SUNRISE, FLORIDA, INC.**

FILED
00 OCT 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida, Inc.

Kiwanis Club of Sarasota-Sunrise, a Florida not for profit corporation (herein called "Sunrise"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Kiwanis Club of Progressive Sarasota, Inc., a Florida not for profit corporation (herein called "Progressive"), with and into Sunrise. Sunrise shall be the surviving corporation. Sunrise shall then file an amendment to its Articles of Incorporation changing its name to Kiwanis Club of Sarasota-Sunrise Progressive, Inc.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on September 30, 2000.
3. The foregoing Plan of Merger was:

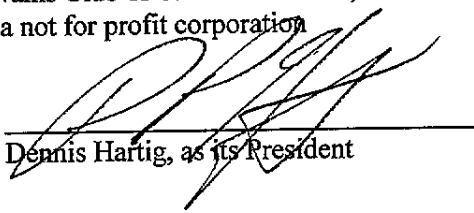
(a) Approved by the Members of Sunrise on September 27, 2000;
The number of votes cast in favor of the merger was sufficient for approval.

(b) Approved by the Members of Progressive on September 27, 2000.
The number of votes cast in favor of the merger was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

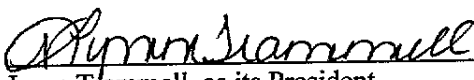
Kiwanis Club of Sarasota-Sunrise, Florida, Inc.
a Florida not for profit corporation

By:


Dennis Hartig, as its President

Kiwanis Club of Progressive Sarasota, Inc.,
a Florida not for profit corporation

By:


Lynn Trammell, as its President

**EXHIBIT A
PLAN OF MERGER**

Florida, Inc.

Kiwanis Club of Sarasota-Sunrise, a Florida not for profit corporation, and Kiwanis Club of Progressive Sarasota, Inc., a Florida not for profit corporation, hereby adopt the following plan as the Plan of Merger required by Section 617.1101, Florida Statutes. The terms of the plan are as follows:

1. The names of the corporations planning to merge are Kiwanis Club of Sarasota-Sunrise, Inc., a Florida not for profit corporation (herein called "Sunrise") and Kiwanis Club of Progressive Sarasota, Inc., a Florida not for profit corporation (herein called "Progressive"). As a result of the merger, Progressive shall be merged with and into Sunrise. Sunrise shall be the surviving corporation.

2. Sunrise shall file Articles of Amendment changing its name to The Kiwanis Club of Sarasota-Sunrise Progressive.

3. The merger shall be effective at the close of business on September 30, 2000 (the "Effective Date").

4. The Board of Directors of the surviving corporation shall be as follows for the 2000-20001 administrative year, or until their successors are duly elected:

President: Roger Caron

Immediate Past President: Dennis Hartig

President Elect: Lee Trotter

Secretary: David Crane

Treasure: Lynn Trammell

Directors (5): Three to be elected by Progressive; Two to be elected by Sunrise

Vice President: Position to be left vacant until next club election

5. The surviving corporation shall hold its meetings on Wednesday morning, 7:15 a.m. at The Serving Spoon in Sarasota, Florida until altered by the surviving corporation's board of directors.

6. The dues for the surviving corporation's members shall be \$38.50 per quarter and members shall have the option to pay \$6.00 per meal in advance or at the door until such time as the board of directors of the surviving corporation otherwise determines.

7. The surviving corporation shall continue to sponsor both the Key Club at Booker High School and the Key Club of Pine View School until otherwise determined by the board of directors of the surviving corporation. It is the expressed will of the membership that the surviving corporation continue such sponsorship as long as possible.

8. The surviving corporation shall continue to operate the golf tournament, the Christmas wreath sales and the Medieval Fair strawberry booth until otherwise determined by the board of directors of the surviving corporation. It is the expressed will of the membership that the surviving corporation continue such sponsorship as long as possible.

9. The Board of Directors of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.