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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Smith JUN 23 2005

Merger

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Early Education and Care, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Cecilia Bedding Boyd
(Name of person)

Cecilia Bedding Boyd, P.A.
(Name of firm/company)

P.O. Box 69
(Address)

Panama City, FL 32402
(City/state and zip code)

For further information concerning this matter, please call:

Cecilia Boyd At (850) 872-8514
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

7/1/05

The undersigned, being the chairmen of **Early Education and Care, Inc.**, a Florida not for profit corporation, **Jackson County School Readiness Coalition, Inc.**, a Florida not for profit corporation, and **Washington-Holmes School Readiness Coalition, Inc.**, a Florida not for profit corporation, hereby execute these articles of merger, which shall be filed in the Office of the Florida Department of State.

ARTICLE I

Plan of Merger

A copy of the plan of merger is attached as Exhibit A.

ARTICLE II

Approval

The plan of merger was adopted by a majority vote of the Board of Directors of **Early Education and Care, Inc.** **Early Education and Care, Inc.** has no voting members other than the Board of Directors.

The plan of merger was adopted by a majority vote of the Board of Directors of **Jackson County School Readiness Coalition, Inc.** **Jackson County School Readiness Coalition, Inc.** has no voting members other than the Board of Directors.

The plan of merger was adopted by a majority vote of the Board of Directors of **Washington-Holmes School Readiness Coalition, Inc.** **Washington-Holmes School Readiness Coalition, Inc.** has no voting members other than the Board of Directors.

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ARTICLE III

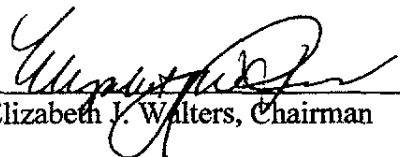
Effective Date

The merger shall be effective on July 1, 2005.

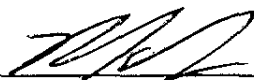
IN WITNESS WHEREOF, the undersigned have executed these articles of merger on

June 15, 2005.

EARLY EDUCATION AND CARE, INC.
a Florida Corporation

By: 
Elizabeth J. Walters, Chairman

**JACKSON COUNTY SCHOOL
READINESS COALITION, INC.**
a Florida Corporation

By: 
Richard Williams, Chairman

**WASHINGTON-HOLMES SCHOOL
READINESS COALITION, INC.**
a Florida Corporation


By: 
Malcolm Gainey, Chairman

Exhibit A

**PLAN OF MERGER OF
Early Education and Care, Inc.
Jackson County School Readiness Coalition, Inc., and
Washington-Holmes School Readiness Coalition, Inc.**

This is a plan of merger between **Early Education and Care, Inc.**, a Florida not for profit corporation, **Jackson County School Readiness Coalition, Inc.**, a Florida not for profit corporation, and **Washington-Holmes School Readiness Coalition, Inc.**, a Florida not for profit corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is **Early Education and Care, Inc.**, a Florida not for profit corporation, **Jackson County School Readiness Coalition, Inc.**, a Florida not for profit corporation, and **Washington-Holmes School Readiness Coalition, Inc.**, a Florida not for profit corporation.

**ARTICLE II
Merger**

Under *F.S. 617.1107*, **Jackson County School Readiness Coalition, Inc.** and **Washington-Holmes School Readiness Coalition, Inc.**, (herein collectively "the Coalitions") shall be merged into **Early Education and Care, Inc.** (the "merger").

**ARTICLE III
Surviving Corporation**

Early Education and Care, Inc. shall be the surviving corporation of the merger.

**ARTICLE IV
Articles of Incorporation**

The articles of incorporation of **Early Education and Care, Inc.** in effect immediately before the merger are not otherwise amended or changed by this merger.

ARTICLE V
Directors And Officers

The directors and officers of **Early Education and Care, Inc.**, until such time as modified in accordance with the corporate by-laws and Articles of Incorporation, shall be:

Mary Alday	Retha Threatt
Jeannette Chapman	Elizabeth Walters
Olivia Cooley	David Warriner
Scott Clemons	Richard Williams
Soudra Davis	Representative of Bay County Chamber
Rick Dye	Representative of Bay County Chamber
Jay Hall	Representative of Jackson County Chamber
Jill Jones	Representative of Jackson County Chamber
Elizabeth Kirvin	Representative of Holmes County Chamber
Jimmy Maddux	Representative of Washington County Chamber
Janice Santiago	Community College President or designee
Jerry Sewell	Children with Disabilities Representative
Leann Shoemake	Governor Appointee
Steve Southerland II	Governor Appointee
Jerry Sowell	Governor Appointee

ARTICLE VI
Assets and Liabilities

On the effective date of the merger, the separate existence of **the Coalitions** shall cease and **Early Education and Care, Inc.**, without further action, shall possess all of the rights and privileges of **the Coalitions** immediately preceding the merger. All assets of any nature of **the Coalitions**, without further action, shall be vested in **Early Education and Care, Inc.**

immediately following the merger. Following the merger, **Early Education and Care, Inc.** shall be responsible for all liabilities and obligations of **the Coalitions**. Any claim existing or action or proceeding pending against **the Coalitions** may be continued as if the merger did not occur or **Early Education and Care, Inc.** may be substituted for **the Coalitions** in any such proceeding. Neither the rights of creditors of nor any liens on the property of **the Coalitions** or **Early Education and Care, Inc** shall be impaired by the merger.

ARTICLE VII

Effective Date

The merger shall be effective on July 1, 2005.

ARTICLE VIII

Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of **Early Education and Care, Inc.** and **the Coalitions** at any time before the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on JUNE 15, 2005.

ATTEST:

Lynne Eldredge
Secretary

EARLY EDUCATION AND CARE, INC.
a Florida Corporation

By:

Elizabeth J. Walters
Elizabeth J. Walters, Chairman

ATTEST:

Kristi J. Armstrong
Secretary

JACKSON COUNTY SCHOOL
READINESS COALITION, INC.
a Florida Corporation

By:

Richard Williams
Richard Williams, Chairman

ATTEST:

Kristi J. Armstrong
Secretary

WASHINGTON-HOLMES SCHOOL
READINESS COALITION, INC.
a Florida Corporation

By:

Malcolm Gainey
Malcolm Gainey, Chairman