

727783

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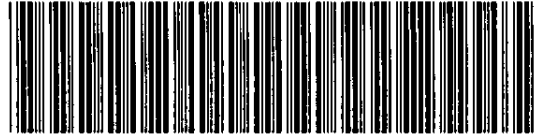
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09/19/12--01007--003 **218.75

*EFFECTIVE DATE
10/1/12*

FILED
12 SEP 19 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C

cc

*Mergel
DRS
9/20*

DICKER, KRIVOK & STOLOFF, P.A.

ATTORNEYS AT LAW

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SUITE 400
WEST PALM BEACH, FLORIDA 33409

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September 12, 2012

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

RE: The Friends of Martin County Library System, Inc.

Dear Ladies or Gentlemen:

Enclosed is the original and one copy of the Articles of Merger with the attached Plan of Merger regarding the above surviving corporation. Please file the enclosed and return the original and a certified copy to this office. We have also enclosed your filing fee of \$218.75; \$35.00 for the surviving corporation, \$35.00 for each merging corporation (five) and \$8.75 for the certified copy.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,



JAMES N. KRIVOK
For the Firm

MONEY
RECEIVED
9/17

JNK/bjl
Enc.
cc: Art Davie

RECEIVED
12 SEP 13 AM 8:47

ARTICLES OF MERGER
(Not-for-Profit Corporations)

FILED
12 SEP 19 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10/1/12

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)
FRIENDS OF THE MARTIN COUNTY LIBRARY SYSTEM, INC. (Formerly known as Friends of the Blake Library in Stuart, Inc.)	Florida	N727783

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FRIENDS OF THE ELISABETH LAHTI LIBRARY AT INDIANTOWN, INC.	Florida	N29845
FRIENDS OF THE ROBERT MORGADE LIBRARY, INC.	Florida	N95000003242
FRIENDS OF THE PALM CITY LIBRARY, INC.	Florida	N34484
FRIENDS OF THE HOBE SOUND LIBRARY, INC.	Florida	766345
FRIENDS OF THE HOKE LIBRARY IN JENSEN BEACH, INC.	Florida	N18474

Third: The Plan of Merger is attached.

Fourth: The Merger shall become effective on October 1, 2012.

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

FRIENDS OF THE MARTIN COUNTY LIBRARY SYSTEM, INC.

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 August 16, 2012. The number of directors in office was 12. The vote for the plan was as follows: 12 FOR 0 AGAINST.

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

FRIENDS OF THE ELISABETH LAHTI LIBRARY AT INDIANTOWN, INC.

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 August 21, 2012. The number of directors in office was 9. The vote for the plan was as follows: 8 FOR 1 AGAINST

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

FRIENDS OF THE ROBERT MORGADE LIBRARY, INC.

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 August 9, 2012. The number of directors in office was 12. The vote for the plan was as follows: 12 FOR 0 AGAINST

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

FRIENDS OF THE PALM CITY LIBRARY, INC.

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 August 29, 2012. The number of directors in office was 11. The vote for the plan was as follows: 11 FOR 0 AGAINST

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

FRIENDS OF THE HOBE SOUND LIBRARY, INC.

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 August 29, 2012. The number of directors in office was 13. The vote for the plan was as follows: 13 FOR 0 AGAINST

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

FRIENDS OF THE HOKE LIBRARY IN JENSEN BEACH, INC.

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

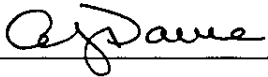
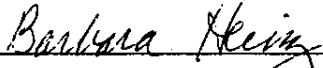
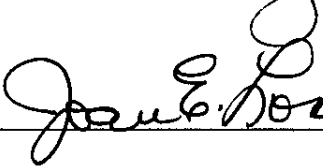
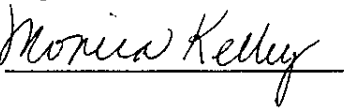
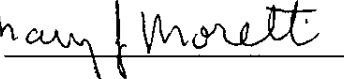
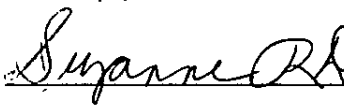
SECTION II

(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 August 17, 2012. The number of directors in office was 8. The vote for the plan was as follows: 8 FOR 0 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>
FRIENDS OF THE MARTIN COUNTY LIBRARY SYSTEM, INC. (Formerly known as Friends of the Blake Library in Stuart, Inc.)		Arthur J. Davie TREASURER
FRIENDS OF THE ELISABETH LAHTI LIBRARY AT INDIANTOWN, INC.		Barbara Heinz, President
FRIENDS OF THE ROBERT MORGAGE LIBRARY, INC.		JOAN LONGO
FRIENDS OF THE PALM CITY LIBRARY, INC.		See: monica Kelley, President
FRIENDS OF THE HOBE SOUND LIBRARY, INC.		Mary J. Morett, President
FRIENDS OF THE HOKE LIBRARY IN JENSEN BEACH, INC.		Suzanne R Dond president

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with § 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 is:

<u>Name</u>	<u>Jurisdiction</u>
FRIENDS OF THE MARTIN COUNTY LIBRARY SYSTEM, INC. (formerly Friends of the Blake Library in Stuart, Inc.)	Florida

The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FRIENDS OF THE ELISABETH LAHTI LIBRARY AT INDIANTOWN, INC.	Florida
FRIENDS OF THE ROBERT MORGADE LIBRARY, INC.	Florida
FRIENDS OF THE PALM CITY LIBRARY, INC.	Florida
FRIENDS OF THE HOBE SOUND LIBRARY, INC.	Florida
FRIENDS OF THE HOKE LIBRARY IN JENSEN BEACH, INC.	Florida

The terms and conditions of the merger are as follows:

See attached Exhibit A.

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

Article I is amended to change the name of the surviving corporation from Friends of the Blake Library in Stuart, Inc. to Friends of the Martin County Library System, Inc. Article VII, Paragraph 4 is amended to provide that upon merger, the initial board of the surviving corporation shall consist of the eighteen (18) individuals identified in attached Exhibit "A" who shall serve until the Annual Meeting in 2014. At the 2014 Annual Meeting, the eighteen (18) Directors will be elected and will take office immediately and will serve a two (2) year term. Thereafter, Directors duly elected shall serve a two (2) year term or until their successors are duly elected and qualified. The Annual Meeting of the Corporation will be held on a date in January at such hour and place as may be designated by the Board of Directors.

Other provisions relating to the merger are as follows: None.

EXHIBIT A TO PLAN OF MERGER

TERMS AND CONDITIONS OF MERGER

The FRIENDS OF THE ELISABETH LAHTI LIBRARY AT INDIANTOWN, INC., FRIENDS OF THE ROBERT MORGADE LIBRARY, INC., FRIENDS OF THE PALM CITY LIBRARY, INC., FRIENDS OF THE HOBE SOUND LIBRARY, INC. and FRIENDS OF THE HOKE LIBRARY IN JENSEN BEACH, INC. (hereinafter "Merging Corporations") all being Florida not-for-profit corporations and qualified as non-profit organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 will merge with and into the FRIENDS OF THE MARTIN COUNTY LIBRARY SYSTEM, INC. f/k/a FRIENDS OF THE BLAKE LIBRARY IN STUART, INC. (hereinafter "Surviving Corporation") a Florida not-for-profit corporation also qualified as non-profit organizations under Section 501(c)(3) of the Internal Revenue Code of 1954. Upon Merger the Merging Corporations will cease to exist as separate corporate entities. For purposes of the Plan of Merger, the Merger Date shall be October 1, 2012.

Upon Merger, members of the initial Board of Directors of the Surviving Corporation will be: Arthur J. Davie, Jackie Holfelder, Sheila Leach, Monica Kelley, Ron Urick, Pidge Tibbetts, Diana Howland, Helen Fraas, Judy Duxbury, Suzanne Dowd, Rhona Leggiere, Babs Heinz, Brenda Fanger, Gail Magowan, Edwina Dunworth, Daniel Ford, Cynthia System, and Theresa Boucher. The initial Board Members will serve until the 2014 Annual Meeting at which time Directors will be elected in accordance with the Surviving Corporation's Bylaws.

The Bylaws of the surviving corporation shall be the same as the Bylaws of Friends of the Blake Library in Stuart, Inc. in effect as of the Date of Merger. Thereafter, such Bylaws shall

be deemed the Bylaws of the Surviving Corporation subject to amendment, modification or repeal from time to time, thereafter.

The assets of the Merging Corporation consist solely of money that has been deposited into accounts with various financial institutions. All funds belonging to the Merging Corporations on the Date of Merger shall be transferred into an account or accounts issued in the name of the Surviving Corporation, such accounts to be designated by the Board of Directors of the Surviving Corporation. Effective as of the date of the transfer of funds, all money previously belonging to the Merging Corporations shall become the property of the Surviving Corporation.

All members of the Merging Corporations, as defined in the Bylaws of the Merging Corporations then in effect upon the Date of Merger, shall become members of the Surviving Corporation and shall be subject to the Articles and Bylaws of the Surviving Corporation.

The Plan of Merger shall only take effect upon its approval by the Boards of Directors of each of the Merging Corporations and acceptance by the Board of Directors of the Surviving Corporation. The approval of the Plan of Merger by the Merging Corporations and the acceptance of the Plan of Merger by the Surviving Corporation shall be obtained at duly convened meetings of the foregoing Boards of Directors in accordance with their Articles of Incorporation and Bylaws.