

733686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

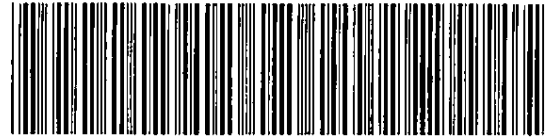
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700416343497

FILED

2023 OCT 27 AM 10:49

TALLAHASSEE, FLORIDA

RECEIVED

2023 OCT 27 PM 3:41

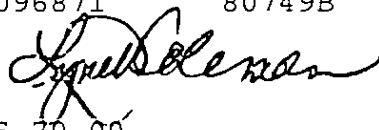
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 096871 80749B

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : October 27, 2023

ORDER TIME : 2:28 PM

ORDER NO. : 096871-005

CUSTOMER NO: 80749B

ARTICLES OF MERGER

CORESRO, INC.

INTO

YMCA OF SOUTHWEST FLORIDA INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland-sorenson

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
CORESRQ, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION,
INTO
YMCA OF SOUTHWEST FLORIDA INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
2023 OCT 27 AM 10:49
TALLAHASSEE, FLORIDA

The following articles of merger ("Articles") are submitted in accordance with the Florida Not For Profit Corporation Act ("Act") pursuant to Section 617.1105 of the Act.

1. The surviving corporation is YMCA OF SOUTHWEST FLORIDA INC., a Florida not-for-profit corporation ("Surviving Corporation") having Florida Division of Corporations document number 733686.
2. The merging corporation is CORESRQ, INC., a Florida not-for-profit corporation ("Merging Corporation") having Florida Division of Corporations document number N19000008938.
3. The Plan of Merger is attached.
4. The merger shall become effective on the later of 12:01 a.m. Eastern Time on November 1, 2023 or the filing date of the Articles with the Florida Department of State.
5. There are no members of the Surviving Corporation entitled to vote on the Plan of Merger.
6. The Plan of Merger was adopted by the board of directors of the Surviving Corporation on OCTOBER 26, 2023. The number of directors in office on that date was 15. The number of directors voting for the plan was 12.
7. There are no members of the Merging Corporation entitled to vote on the Plan of Merger.
8. The Plan of Merger was adopted by the board of directors of the Merging Corporation on OCTOBER 26, 2023. The number of directors in office on that date was 5. The number of directors voting for the plan was 5.

**BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK
SIGNATURES FOLLOW**

IN WITNESS WHEREOF, the parties have set their hands and seals on October 26,
2023.

YMCA OF SOUTHWEST FLORIDA INC.,
a Florida not-for-profit corporation

By: 

Printed name: _____

As its: _____

CORESRO, INC., a Florida not-for-profit
corporation

By: _____

Printed name: _____

As its: _____

IN WITNESS WHEREOF, the parties have set their hands and seals on October 26,
2023.

YMCA OF SOUTHWEST FLORIDA INC.,
a Florida not-for-profit corporation

By: _____

Printed name: _____

As its: _____

CORESRO, INC., a Florida not-for-profit
corporation

By: J. Michelle Mitchell

Printed name: J. Michelle Mitchell

As its: CEO + President

PLAN OF MERGER

This Plan of Merger ("Plan") is by and between YMCA OF SOUTHWEST FLORIDA INC., a Florida not-for-profit corporation, and CORESRQ, INC., a Florida not-for-profit corporation. The merger shall be effected under this Plan in accordance with Sections 617.1101, *et seq.* of the Florida Not For Profit Corporation Act ("Act").

1. Corporations Proposing to Merge. The corporations proposing to merge are YMCA OF SOUTHWEST FLORIDA INC., a Florida not-for-profit corporation, ("Surviving Corporation") and CORESRQ, INC., a Florida not-for-profit corporation ("Merging Corporation") (collectively the "Constituent Corporations"). The Merging Corporation shall merge into and with the Surviving Corporation, which shall continue to do business thereafter under the name of YMCA OF SOUTHWEST FLORIDA INC.
2. Terms and Conditions of the Proposed Merger. The terms and conditions of the proposed merger are as follows:
 - a. On the effective date of the merger ("Effective Date," further defined herein), the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be fully vested in the Merging Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, as more particularly set forth in Section 617.1106 of the Act.
 - b. The officers and board of directors of the Surviving Corporation in effect immediately before the Effective Date, along with new directors Libby Soderberg, Shana Meadows, and Din Kagalwala shall be the officers and board of directors of the Surviving Corporation from and after the Effective Date until further changed as permitted by law.
 - c. As of the Effective Date, the two branches of the Merging Corporation (i.e. Palmer Ranch Branch, formerly CoreSRQ South Branch, and the Sarasota City Branch, formerly CoreSRQ North Branch) shall become branches of the Surviving Corporation pursuant to the bylaws of the Surviving Corporation. All members of the Merging Corporation shall become members of the Surviving Corporation and shall be assigned to the branch that corresponds to their assigned branch in the Merging Corporation. Each branch shall have a branch advisory board pursuant to the bylaws of the Surviving Corporation.
 - d. All active employees of the Merging Corporation shall become employees of the Surviving Corporation on the Effective Date. Exempt employees of the Merging Corporation shall be considered exempt employees of the Surviving Corporation, and non-exempt employees of the Merging Corporation shall be considered non-exempt employees of the Surviving Corporation.

Corporation. All employees shall be subject to the benefits and policies of the Surviving Corporation in lieu of benefits and policies of the Merging Corporation. Employee seniority status from the Merging Corporation shall be carried over to the Surviving Corporation.

3. No Change to Articles of Incorporation. No change to the articles of incorporation of the Surviving Corporation shall be made upon the merger taking effect. The articles of incorporation of the Surviving Corporation in effect immediately before the Effective Date shall, without any changes, be the articles of Surviving Corporation from and after the Effective Date until further amended as permitted by law.
4. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or otherwise to carry out the provisions of this Plan.
5. Filing with the Florida Secretary of State and Effective Date. On the closing, as provided in the Agreement to Merge of which this Plan is a part, the Merging Corporation and the Surviving Corporation shall cause their respective presidents or chief executive officer to execute Articles of Merger in the form attached as an exhibit to the Agreement to Merge, and, on such execution, this Plan shall be deemed incorporated by reference to the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Section 617.1105(4) of the Act, the Articles of Merger shall specify the Effective Date and time which shall be the later of 12:01 a.m. Eastern Time on November 1, 2023 or the filing date of the Articles with the Florida Department of State ("Effective Date").
6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is entitled to the benefit thereof by action taken by the board of directors of such party. Any of the terms or conditions of this Plan may be amended or modified in whole or in part at any time before the Effective Date by the boards of directors of both Constituent Corporations by an agreement in writing as long as such change is in accordance with Section 617.1103 of the Act.
7. Termination. At any time before the Effective Date (whether before or after filing Articles of Merger), this Plan may be terminated and the merger abandoned by mutual consent to the boards of directors of both Constituent Corporations.

IN WITNESS WHEREOF, this Plan of Merger is executed as of the 26th day of October, 2023.

YMCA OF SOUTHWEST FLORIDA INC.,
a Florida not-for-profit corporation

By: 

Printed name: GENE T. JONES

As its: CHIEF EXECUTIVE OFFICER

CORESQR, INC., a Florida not-for-profit
Corporation

By: _____

Printed name: _____

As its: _____

IN WITNESS WHEREOF, this Plan of Merger is executed as of the 26th day of October, 2023.

YMCA OF SOUTHWEST FLORIDA INC.,
a Florida not-for-profit corporation

By: _____

Printed name: _____

As its: _____

CORESQR, INC., a Florida not-for-profit
Corporation

By: Michelle Mitchell

Printed name: Michelle Mitchell

As its: CEO + President

FILED
2023 OCT 27 AM 10:49
TALLAHASSEE, FLORIDA