

734111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

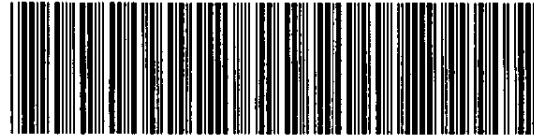
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500244370765

02/07/13--01018 -022 **/8.75

FILED
SECRETARY OF STATE
13 FEB 26 AM 9:12

CC
Menger/Name
ch8
@ 2/26/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tampa Bay Hispanic Chamber of Commerce, 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:

Gilberto E. Sanchez Valencia, Esq.

(Contact Person)

Sanchez Valencia Attorneys At Law

(Firm/Company)

201 S. Westland Ave.

(Address)

Tampa, FL 33606

(City/State and Zip Code)

For further information concerning this matter, please call:

Gilberto E. Sanchez Valencia, Esq.

(Name of Contact Person)

At (813) 254-1777

(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:

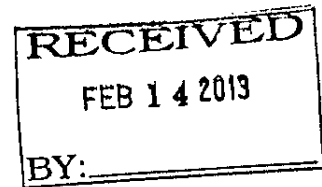
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations



February 8, 2013

GILBERTO E. SANCHEZ VALENCIA, ESQ.
SANCHEZ VALENCIA ATTORNEYS AT LAW
201 S. WESTLAND AVE.
TAMPA, FL 33606

SUBJECT: TAMPA BAY HISPANIC CHAMBER OF COMMERCE, INC.
Ref. Number: 734111

We have received your document for TAMPA BAY HISPANIC CHAMBER OF COMMERCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

- # 1 The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED. ☒
- # 2 The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"). ☒
- # 3 The document must also contain the address of the registered agent which must be at a Florida street address. ☒
- # 4 Please list the titles for all the new officers listed. ☒

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 113A00003155

RECEIVED
13 FEB 26 PM 9:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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>Tampa Bay Hispanic Chamber of Commerce, Inc.</u>	<u>Hillsborough County, FL</u>	<u>734111</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampa Latin Chamber, Inc.	Hillsborough County, FL	N09000002157

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 / / (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 _____.
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 11/19/2012. The number of directors in office was 10. The vote for the plan was as follows: _____ X _____ 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 _____. 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 11/19/2012. The number of directors in office was 10. The vote for the plan was as follows: _____ X _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

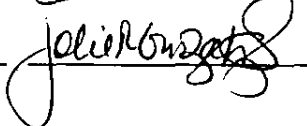
Typed or Printed Name of Individual & Title

Tampa Bay Hispanic Chamber of Commerce, Inc.



Bibiana Gomez

Tampa Latin Chamber, Inc.



Jolie Gonzalez

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

Tampa Bay Hispanic Chamber of Commerce, Inc.

Hillsborough County, FL

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Tampa Latin Chamber, Inc.

Hillsborough County, FL

The terms and conditions of the merger are as follows:

See attached as Attachment "A"

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

The surviving Corporation's Articles of Incorporation Article I is amended to reflect the new name of surviving Corporation which shall be: "Hispanic Chamber of Commerce of Tampa Bay, Inc." This Amendment was unanimously passed by the Surviving Corporation's Board of Directors on 11/19/12.

Registered Agent: Sanchez Law Offices, P.A.

Gil Sanchez Valencia, Esq. on behalf of Sanchez Law Offices P.A.

See below for removal of existing Board Members and Officers and addition of 10 new board members and officers.

Other provisions relating to the merger are as follows:

Principal Place of Business: 10702 Great Falls Lane, Tampa, FL 33647
Mailing Address: 10702 Great Falls Lane, Tampa, FL 33647

All of the current Board Members and Officer of the Surviving Corporation are hereby removed and replaced with the following 10 New Board Member Names and Officers:

- Jolie Gonzalez	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>President</i>
- Victor Padilla	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Christian Salazar	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Eladio Linarte	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Itamar Martinez	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Bibiana Gomez	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Andrea White	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Board</i>
- Angel Olivera	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Treasurer</i>
- Leonela Cole	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Secretary</i>
- Gabriella Arredondo	address: 10702 Great Falls Lane, Tampa, FL 33647 — <i>Vice President</i>

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation. Our Florida Address is: 201 S. Westland Ave, Tampa, FL 33606

Registered Agent:

PLAN OF MERGER ATTACHMENT "A"

TERMS & CONDITIONS

- i. **RESOLVED**, further, that the surviving entity's new Board of Directors shall implement Board member terms as follows: seven (7) Board members with one (1) year terms, seven (7) Board members with two (2) year terms, and six (6) Board members with three (3) year terms.
- ii. **RESOLVED**, that no Board member shall serve more than six (6) years on the surviving entity's Board of Directors; and
- iii. **RESOLVED**, further, that the surviving entity's Board of Directors shall appoint an Executive Director, who will serve with compensation but will not be a member of the Board of Directors, a President/ Chairman, a Vice President (President Elect), a Secretary, a Treasurer, and two (2) Members-at-Large; and
- iv. **RESOLVED**, further, that the surviving entity's Board of Directors shall have the following committees: a Membership Committee comprised of one (1) Chair, one (1) Vice Chair from Hillsborough County, one (1) Vice Chair from Pasco County, one (1) Vice Chair from Hernando County, and one (1) Vice Chair from Pinellas County, a Communications Committee, a Finance Committee, a Fundraise Committee, an Event Planning Committee, and an Elections Committee; and
- v. **RESOLVED**, further, that the surviving entity shall have a Board of Directors of no more than 20 members; and
- vi. **RESOLVED**, further, that the Board of Directors shall adopt a Plan of Merger which shall be adopted on or before Saturday, December 15, 2012 or as soon thereafter; and
- vii. **RESOLVED**, further, that all current memberships will be recognized under the new organization; new membership fees will be set by the new Board of Directors; and "A" The
- viii. **RESOLVED**, further, that:
 1. **Principal Place of Business:** 10702 Great Falls Lane, Tampa, FL 33647
 2. **Mailing Address:** 10702 Great Falls Lane, Tampa, FL 33647
 3. **Registered Agent:** Sanchez Law Offices, P.A.
 4. **10 Board Member Names:**
 1. TLC - Jolie Gonzalez - P
 2. TLC - Victor Padilla - Bm
 3. TLC - Christian Salazar - Bm
 4. TLC - Eladio Linarte - Bm
 5. TLC - Itamar Martinez - Bm
 6. TB - Bibiana Gomez - Bm
 7. TB - Andrea White - Bm
 8. TB - Angel Olvera - T
 9. TB - Leonela Cole - S
 10. TB - Gabriella Arredondo - ✓ P