



Buchanan Ingersoll
ATTORNEYS

735712

April 30, 2002

VIA FEDERAL EXPRESS

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -2 PM 3:11

PRINCIPAL LOCATIONS
PHILADELPHIA
PITTSBURGH
PRINCETON
LONDON
MIAMI
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*****70.00 *****70.00
WASHINGTON, DC

Re: Merger of Allegany Community Out Reach Grant Fund, Inc. into Allegany Franciscan Foundation, Tampa Bay, Inc.

To Whom It May Concern:

Enclosed please find originally executed Articles of Merger pertaining to the two above-referenced Florida not for profit corporations. Please file the same at your earliest convenience and send me evidence of filing via return mail.

Enclosed is a check made payable to "Florida Department of State" in the amount of \$70.00 to cover the applicable filing fee.

Thank you in advance for your attention to this matter. Please call with any questions or concerns.

Very truly yours,


Dale S. Webber

Enclosure

Merger

V SHEPARD MAY 14 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

**ALLEGANY COMMUNITY OUT REACH GRANT FUND, INC., a Florida
Corporation (Document #770809)**

INTO

**ALLEGANY FRANCISCAN FOUNDATION, TAMPA BAY, INC., a Florida
entity, 735712.**

File date: May 2, 2002

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
ALLEGANY COMMUNITY
OUT REACH GRANT FUND, INC.
INTO
ALLEGANY FRANCISCAN
FOUNDATION, TAMPA BAY, INC.

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In compliance with the requirements of Florida law, including without limitation, Florida Statutes, §§ 617.1101 and 617.1105, the undersigned corporations, desiring to effect a merger, hereby certify as follows:

Article I

Allegany Community Out Reach Grant Fund, Inc. ("ACOR") is hereby merged with and into Allegany Franciscan Foundation, Tampa Bay, Inc. ("AFFT") such that AFFTB shall be the surviving corporation (the "Surviving Corporation").

Article II

The name of the Surviving Corporation is Allegany Franciscan Foundation, Tampa Bay, Inc.

Article III

The Surviving Corporation is a Florida not for profit corporation and the address of its current registered office in the State of Florida is 19329 US Hwy. 19 North, Suite 100, Clearwater, Florida 33764.

Article IV

The Plan of Merger is attached hereto as Exhibit A and incorporated herein in its entirety by reference (the "Plan of Merger").

Article V

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617 by the Board of Directors of ACOR on February 12, 2002, and by the Member of ACOR on February 15, 2002, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

Article VI

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapter 617, by the Board of Directors of AFFTB on February 15, 2002, and by the Member of AFFTB on February 15, 2002, and the number of votes cast for the merger was sufficient for the formal approval of the Plan of Merger.

Article VII

These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 24th day of April, 2002.

ALLEGANY COMMUNITY OUT REACH
GRANT FUND, INC.

By: Dolores A. O'Brien, asf
Title: Chair
Dolores A O'Brien

ALLEGANY FRANCISCAN FOUNDATION,
TAMPA BAY, INC.

By: Joanne Lighter
Title: President & CEO
Joanne Lighter

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") is executed to be effective as of the 24th of April, 2002, by and between ALLEGANY FRANCISCAN FOUNDATION, TAMPA BAY, INC., a Florida not-for-profit corporation ("AFFTB") and ALLEGANY COMMUNITY OUT REACH GRANT FUND, INC. a Florida not-for-profit corporation ("ACOR").

WITNESSETH:

WHEREAS, AFFTB was incorporated in the State of Florida on May 3, 1976, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, ACOR was incorporated in the State of Florida on October 14, 1983, and is subject to the laws of Florida applicable to not for profit corporations; and

WHEREAS, AFFTB and ACOR deem it advisable and in their respective best interests that ACOR be merged with and into AFFTB (the "Merger");

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by ACOR and AFFTB, this Agreement and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I

PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between ACOR and AFFTB, is adopted pursuant to the provisions of Florida Statutes, § § 617.1101-617.1103, as follows:

- (a) ACOR shall be merged with and into AFFTb as the surviving corporation (the "Surviving Corporation"), to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be Allegany Franciscan Foundation, Tampa Bay, Inc.
- (c) When this Agreement becomes effective, the separate existence of ACOR shall cease and all the property, real, personal and mixed, and franchises of each of the corporations party to this Agreement, and all debts due on whatever account to any of them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of ACOR as the merging corporation. All rights of creditors and all liens on the property of each party to this Agreement shall be preserved unimpaired, limited and attached to the property affected by the liens immediately prior to the Merger, and any claim existing or action or proceeding pending by or against the merging corporation may be prosecuted to judgment as if the Merger has not taken place, or the Surviving Corporation may be proceeded against or substituted in its place.
- (d) The Articles of Incorporation of AFFTb, as amended, existing on the effective date of this Agreement, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in such Articles or by applicable law.

1.02 Effective Date. The effective date of the Merger referenced in this Agreement shall be the effective date as set forth in Articles of Merger to be filed of record with the Department of State of the State of Florida.

1.03 Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Agreement, the corporate name of the Surviving Corporation shall be Allegany Franciscan Foundation, Tampa Bay, Inc.

1.04 Continuation of Business. From and after the effective date of the Merger, the business of the merging corporation, ACOR, shall be conducted by the Surviving Corporation. The principal office of AFFTB immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date.

1.05 Taking of Necessary Action. Prior to the effective date of the Merger, ACOR and AFFTB shall take all such action as may be necessary, appropriate or desirable to effect the Merger, including but not limited to obtaining all approvals required by the laws of the states of their incorporation and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of ACOR, the officers and directors of Surviving Corporation shall be authorized to and shall take all such necessary action.

ARTICLE II

REPRESENTATIONS AND WARRANTIES OF CORPORATIONS

2.01 Representations and Warranties of ACOR. ACOR represents and warrants to AFFTb as follows:

- (a) ACOR is a not for profit corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.
- (b) ACOR has received appropriate authorization to enter into and execute this Agreement in accordance with its Articles of Incorporation and Bylaws.

2.02 Representations and Warranties of AFFTb. AFFTb represents and warrants to ACOR as follows:

- (a) AFFTb is a not for profit corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its own business as it is now being conducted.
- (b) AFFTb has received appropriate authorization to enter into and execute this Agreement in accordance with its Articles of Incorporation and Bylaws.

ARTICLE III

DIRECTORS AND OFFICERS

3.01 Directors and Officers of Surviving Corporation: Authorization.

- (a) The existing Board of Directors of AFFTB shall continue to serve as the Board of Directors of the Surviving Corporation until their successors have been duly elected and qualified in accordance with the Bylaws of the Surviving Corporation.
- (b) All persons who, as of the effective date of this Agreement, are officers of AFFTB, shall remain as officers of the Surviving Corporation until their successors have been duly appointed and qualified in accordance with the Bylaws of the Surviving Corporation.
- (c) The officers of ACOR and AFFTB, respectively, are hereby authorized to execute this Agreement and the Articles of Merger on behalf of said corporations, respectively, and such officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger herein provided for.

ARTICLE IV

ARTICLES OF INCORPORATION AND BYLAWS

4.01 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of AFFTB, as existing on the effective date of this Agreement, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation or Bylaws of the Surviving Corporation or as provided by applicable law.

ARTICLE V

BEQUESTS AND DISTRIBUTIONS

5.01 Receipt of Bequests and Distributions. All parties hereto understand and agree that from time to time, ACOR may be designated as a beneficiary of a last will and testament, testamentary trust, inter vivos trust, or some other similar instrument, and that any and all such bequests and distributions shall be distributed and delivered to the Surviving Corporation for use by such Surviving Corporation in accordance with the intent of the decedent, settlor, grantor or other granting entity, subject to applicable law.

ARTICLE VI

INTERPRETATION AND ENFORCEMENT

6.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto
have executed this Agreement to be effective as of the date first referenced above.

ATTEST:

ALLEGANY COMMUNITY OUT REACH
GRANT FUND, INC., a Florida not for
profit corporation

Carol Sweet

By: _____

Name: Dolores A. O'Brien, asf

Title: Chair

ATTEST:

ALLEGANY FRANCISCAN
FOUNDATION, TAMPA BAY, INC., a
Florida not for profit corporation

Carol Sweet

By: _____

Name: Joanne J. Altus

Title: President & CEO