

739772

(Requestor's Name)

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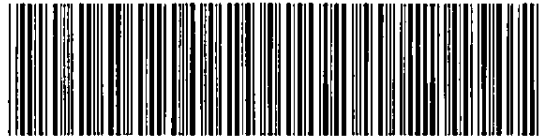
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HB
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Attorneys At Law

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PHILIP G. DRAGONETTI*✓
CHRISTIE L. SULLIVAN†♦
MICHAEL STANTON - OF COUNSEL
ERIN C. CATEY - OF COUNSEL
EDWIN B. KAGAN - OF COUNSEL

• Certified Arbitrator
† Member Multi-Million Dollar Advocates Forum
▲ Board Certified Criminal Trial Attorney
♦ Florida Supreme Court Certified Circuit Court Mediator
✓ AV Preeminent®
† Also Licensed in Minnesota and the District of Columbia

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BY APPOINTMENT ONLY

The Ring
600 Cleveland Street, Suite 300 | Clearwater
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28210 Pasco Drive, Suite 190 | Wesley Chapel
New Port Richey
6230 Lafayette Street | New Port Richey
Hyde House
1646 W Snow Avenue | Tampa
Tampa
6944 W Linbaugh Avenue, Suite 102 | Tampa

May 30, 2025

Via FedEx

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles of Merger – Boys & Girls Clubs of Tampa Bay, Inc. (Surviving Corporation)

Dear Sir or Madam:

Enclosed please find my clients' Articles of Merger and Plan of Merger in relation to the above. Also enclosed is a check in the amount of \$78.75 to cover the filing fee for the Articles of Merger, and a Certified Copy of same.

Thank you for your cooperation in this matter. Should you need any additional information, please do not hesitate to contact my office.

Sincerely,

Christie L. Sullivan
(Electronically signed to avoid delay in sending.)

Christie L. Sullivan, Esq.

CLS:mjs
Enclosures:
Articles of Merger
Plan of Merger
\$78.75 Check

ARTICLES OF MERGER
Not-For-Profit Corporation

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 exact name and jurisdiction of each Surviving Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.	Florida

The Surviving Corporation, BOYS & GIRLS CLUBS OF TAMPA BAY, INC. is a Florida-Not-For-Profit Corporation, Florida Document Number 739772, FEI/EIN Number 59-0624368, with the Principal Address 1307 North MacDill Avenue, Tampa, Florida 33607.

SECOND: The exact name and jurisdiction of each Merging Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.	Florida

The Merging Corporation, BOYS & GIRLS CLUBS OF THE SUNCOAST, INC. is a Florida-Not-For-Profit Corporation, Florida Document Number 718545, FEI/EIN Number 59-1566799, with the Principal Address 4625 East Bay Drive, Suite 103, Clearwater, Florida 33764.

THIRD: The Plan of Merger approved and adopted by the Surviving Corporation and the Merging Corporation is attached hereto.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by Surviving Corporation.

The Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation on April 29, 2025. The number of votes cast for the merger was sufficient for approval, and the vote for the Plan of Merger was as follows:

☒ FOR

☐ AGAINST

SIXTH: Adoption of Merger by Merging Corporation.

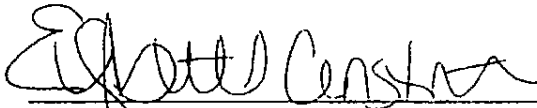
The Plan of Merger was approved and adopted by the Board of Directors of the Merging Corporation on April 29, 2025. The number of votes cast for the merger was sufficient for approval, and the vote for the Plan of Merger was as follows:

☒ FOR

☐ AGAINST

IN WITNESS WHEREOF, the undersigned entities have executed these Articles of Merger, as of the date indicated.

BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.
Merging Party



Chairperson of the Board of Directors,
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.

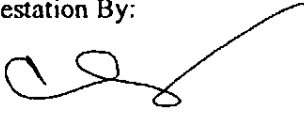
Print Name: Elizabeth Constantine

Date: 5/29/25

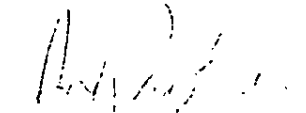
WITNESSES:



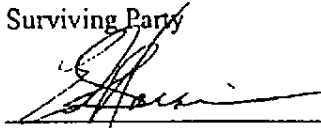
Attestation By:



Secretary of the Board of Directors,
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.
Print Name: Christie Sullivan
Date: 5/20/2025

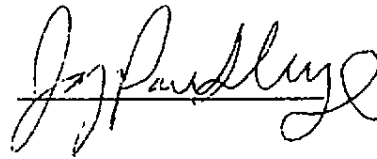


BOYS & GIRLS CLUBS OF TAMPA BAY, INC.
Surviving Party



Chairperson of the Board of Directors,
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.
Print Name: Ed Marain
Date: 5/29/25

WITNESSES:



Attestation By:

Signed by:
Matt Dumar
SECRETARY

Secretary of the Board of Directors,
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.
Print Name: Matt Dumar
Date: 5/30/2025



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TALLAHASSEE, FL

PLAN OF MERGER

The following Plan of Merger, which was approved and adopted by each party to the merger, in accordance with Sections 617.1101, 617.1102, 617.1103, and 617.1106, Florida Statutes, is being submitted in compliance with Section 617.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of each Surviving Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.	Florida

SECOND: The exact name and jurisdiction of each Merging Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.	Florida

THIRD: The terms and conditions of the merger are as follows:

The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All rights, privileges, and tangible and intangible assets, as well as any and all interests therein, including but not limited to Cash Assets, Real Properties, Vehicles, Contracts, Leases, Office Equipment, and Intellectual Property belonging to the Merging Corporation, by virtue of the merger, and without further act or deed, and without reversion or impairment, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of both the Merging Corporation and the Surviving Corporation.

FOURTH: All restricted Cash Assets of the Merging Corporation shall be maintained by the Surviving Corporation, pursuant to the same restrictions maintained by the Merging Corporation in substantially the same manner which such restrictions are maintained by the Merging Corporation prior to the Effective Date of this Merger.

FIFTH: The Merging Corporation and Surviving Corporation agree to take or cause to be taken any and all other and/or further actions as the Surviving Corporation may deem necessary or desirable to perfect in, or to confirm of record or otherwise, all rights, privileges, title, and interests of the Merging Corporation to the Surviving Corporation, and to otherwise carry out the intent of this Plan of Merger.

SIXTH: All Directors of the Board of Directors of the Merging Corporation shall become Directors of the Board of Directors of the Surviving Corporation, as of the Effective Date of this Merger.

SEVENTH: The Articles of Merger shall be filed with the Florida Department of State. The Effective Date of this Merger shall be June 1, 2025, conditioned upon the approval of the Pinellas County Licensing Board. The Effective Date of this Merger shall be the same as the filing date of the Articles of Merger.

EIGHTH: This Plan of Merger was approved and adopted by an affirmative Vote of the majority of the Board of Directors of the Merging Corporation, BOYS & GIRLS CLUBS OF THE SUNCOAST, INC., a Florida Not-For-Profit Corporation, at a regular meeting or special meeting called for such purpose, on April 29, 2025. This Plan of Merger was approved and adopted by an affirmative Vote of the majority of the Board of Directors of the Surviving Corporation, BOYS & GIRLS CLUBS OF TAMPA BAY, INC., a Florida Not-For-Profit Corporation, at a regular meeting or special meeting called for such

purpose, on April 29, 2025. The Board of Directors of the Surviving Corporation may elect Officers, as it deems necessary.

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NINTH: The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect, unless and until amended, altered, or repealed, in accordance with the Articles of Incorporation and applicable law. The Bylaws of the Surviving Corporation shall continue in full force and effect, unless and until amended, altered, or repealed, in accordance with the Bylaws and applicable law.

TENTH: All actions pursuant to this Plan of Merger shall be made in accordance with any and all requirements of Boys & Girls Clubs of America, and the Surviving Corporation shall remain in compliance therewith.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger, as of the date indicated.

BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.
Merging Party

WITNESSES:



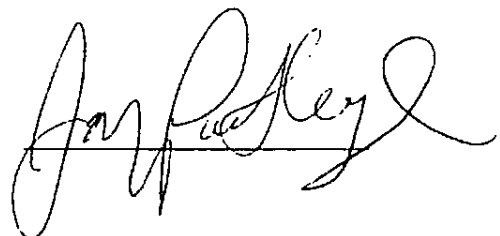
Chairperson of the Board of Directors,
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.
Print Name: Elizabeth Constantine
Date: April 29, 2025



Attestation By:

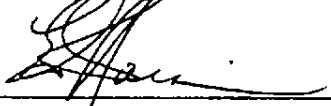


Secretary of the Board of Directors,
BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.
Print Name: Christie Sullivan
Date: April 29, 2025



BOYS & GIRLS CLUBS OF TAMPA BAY, INC.

Surviving Party

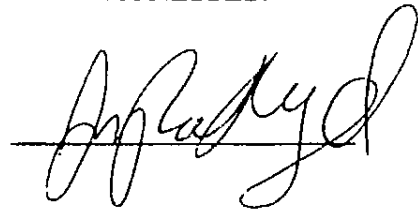


Chairperson of the Board of Directors,
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.

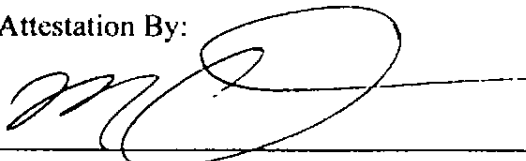
Print Name: Ed Narain

Date: April 29, 2025

WITNESSES:



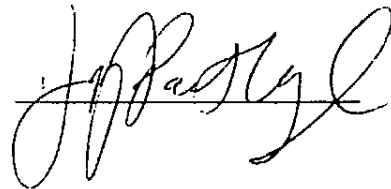
Attestation By:



Secretary of the Board of Directors,
BOYS & GIRLS CLUBS OF TAMPA BAY, INC.

Print Name: Matt Dumar

Date: April 29, 2025



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CLERK OF STATE
TALLAHASSEE, FL