

JAN. -13' 98 (TUE) 14:09

MACFARLANE FERGUSON

TEL: 8134428470

P. 001

739894

1/13/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MACFARLANE AUSLEY II (CLEARWATER)

ACCT#: 071005001001

CONTACT: PRISCILLA ADAMS

PHONE: (813)441-8966

FAX #: (813)442-8470

NAME: KIWANIS CLUB OF CLEARWATER FLORIDA FOUNDATIO

AUDIT NUMBER.....H98000000752

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 3

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DIVISION OF CORPORATIONS

Merger  
w/ NAME  
Change  
01/16/98

98 JAN 16 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

739894

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

KIWANIS CLUB OF CLEARWATER EAST FOUNDATION, INC., a Florida  
corporation, N17265

INTO

KIWANIS CLUB OF CLEARWATER FLORIDA FOUNDATION, INC. which  
changed its name to

**KIWANIS CLUB OF GREATER CLEARWATER FOUNDATION, INC.**, a Florida  
corporation, 739894.

File date: January 16, 1998 , effective January 31, 1998

Corporate Specialist: Darlene Connell

JAN. -16' 98(FRI) 11:47  
904)922-3709

MACFARLANE FERGUSON  
01/14/98 09:43 Florida Department p1 /1

TEL:8134428470

P.001



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 14, 1998

KIWANIS CLUB OF CLEARWATER FLORIDA FOUNDATION, INC.  
POST OFFICE BOX 8206  
CLEARWATER, FL 34618US

SUBJECT: KIWANIS CLUB OF CLEARWATER FLORIDA FOUNDATION, INC.  
REF: 739B94

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

We must have an address for the new officers and directors listed within the merger in order to update our records.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000000752  
Letter Number: 898A00002059

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DIVISION OF CORPORATIONS

Fax Audit No. H98000000752

**ARTICLES OF MERGER**  
**OF**  
**KIWANIS CLUB OF CLEARWATER EAST FOUNDATION, INC.**  
**INTO** **FLORIDA**  
**KIWANIS CLUB OF CLEARWATER FOUNDATION, INC.**

**EFFECTIVE DATE**  
01-31-98

1. The Plan of Merger by which KIWANIS CLUB OF CLEARWATER EAST FOUNDATION, INC. is merged into KIWANIS CLUB OF CLEARWATER FOUNDATION, INC., a copy of which is attached hereto and incorporated herein by reference, was adopted by the Directors of each corporation and by vote of the members in a sufficient number sufficient for approval by meetings held on the 11th day of SEPTEMBER, 1997, and on the 26th day of AUGUST, 1997, respectively.

2. The effective date of the merger shall be the 31st day of January, 1998.

DATED this 6th day of JANUARY, 1998.

ATTEST:

Secretary

Jeffrey A. Koch  
**JEFFREY A. KOCH**  
**SECRETARY**

ATTEST:

Secretary

Robert A. Vest  
**ROBERT A. VEST**  
**SECRETARY**

STATE OF FLORIDA  
 COUNTY OF PINELLAS

KIWANIS CLUB OF CLEARWATER EAST  
 FOUNDATION, INC.

BY:

Kelley L. Moxley  
 Name: Kelley L. Moxley  
 Title: President

KIWANIS CLUB OF CLEARWATER FLORIDA  
 FOUNDATION, INC.

BY:

Wendell To Hansen  
 Name: Wendell To Hansen  
 Title: President

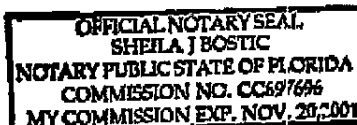
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Kelley L. Moxley, as President of KIWANIS CLUB OF CLEARWATER EAST FOUNDATION, INC., to me personally known to be the individual described in and who executed the foregoing instrument or who has produced XV VVV as identical and who did take and acknowledged before me that she executed the same for the purposes therein expressed and in the capacity so stated.

WITNESS my hand and official seal at Pinellas, Florida, said County and State, this 8th day of JANUARY, 1998.

Prepared by:

J. Paul Raymond, Esq.  
 P. O. Box 1669  
 Clearwater, FL 33757  
 (813) 441-8966  
 Fla. Bar No. 169268

Notary Public  
 Print Name: Sheila J. Bostic  
 My Commission Expires:



Fax Audit No. H98000000752

JAN. -13' 98(TUE) 14:10

MACFARLANE FERGUSON

TEL:8134428470

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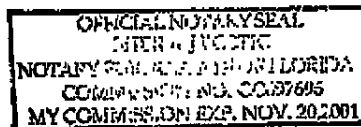
Fax Audit No. H98000000752

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Wanda Schatzman, as President of KIWANIS CLUB OF CLEARWATER FOUNDATION, INC., to me personally known to be the individual described in and who executed the foregoing instrument of ~~who has produced XXXXXX~~ an identification card and who did take ~~an oath~~ and acknowledged before me that he executed the same for the purposes therein expressed and in the capacity so stated.

WITNESS my hand and official seal at Pinellas, Florida, said County and State, this 8th day of January, 1998.

Sheila J. Bostic  
Notary Public  
Print Name: Sheila J. Bostic  
My Commission Expires:



Fax Audit No. H98000000752

Plan of Merger of Kiwanis Club of Clearwater East  
Foundation, Inc. into Kiwanis Club of Clearwater Foundation, Inc.  
Florida

1. Kiwanis Club of Clearwater East Foundation, Inc., upon filing Articles of Merger, shall merge into Kiwanis Club of Clearwater Foundation, Inc., which is hereby designated as the surviving corporation.
2. Each member of Kiwanis Club of Clearwater East Foundation, Inc. and each member of Kiwanis Club of Clearwater Foundation, Inc. shall be a member of the surviving corporation.
3. The charter issued to the Kiwanis Club of Clearwater East Foundation, Inc. by Kiwanis International shall be surrendered, and the Key Number of Kiwanis Club of Clearwater Foundation, Inc. shall be the Key Number for the surviving corporation.
4. The Articles of Incorporation of Kiwanis Club of Clearwater Foundation, Inc. shall, upon the filing of the Articles of Merger, be amended to change the name of the surviving corporation to KIWANIS CLUB OF GREATER CLEARWATER FOUNDATION, INC.
5. The officers and directors of the surviving corporation, all of which are located at 2111 Draw St., Clearwater, FL 33765, shall be as follows:
 

Wayne Williams	-	President
John Graham	-	Secretary
Marv Martin	-	Director
Dave Sellers	-	Director
Phil Gray	-	Director
Howard Ward	-	Director
Thomas Eddy	-	Director
Jerry Lorenz	-	Director
Wayne Williams	-	Director
Ward Johnsen	-	Director
Kelly Moxey	-	Director

KIWANIS CLUB OF CLEARWATER FLORIDA  
FOUNDATION, INC.

By: Ward Johnsen  
Its President  
Ward Johnsen

By: Robert A. Vest  
Its Secretary  
Robert A. Vest

KIWANIS CLUB OF CLEARWATER  
EAST FOUNDATION, INC.

By: Kelley L. Moxley  
Its President  
Kelley L. Moxley

By: Jeffrey A. Koch  
Its Secretary  
Jeffrey A. Koch