



YMCA

We build strong kids,
strong families, strong communities.

VIA FEDERAL EXPRESS

May 25, 2000

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 33299

100003269361--5
-05/26/00--01110--019
*****192.50 *****87.50

RE: Merger of the Young Men's Christian Association of Martin County, Florida, Inc.
and the YMCA of St. Lucie County, Inc.

Dear Sir or Madam:

Enclosed herewith please find the following items with regard to the above referenced merger which is to be effective June 1, 2000:

1. Copies of documents submitted on May 16, 2000 for the reinstatement of the YMCA of St. Lucie County, Inc. which was administratively dissolved on September 24, 1999 for failing to file its Annual Report;
2. Original Articles of Merger with the original Plan of Merger attached;
3. Original Articles of Amendment to Articles of Incorporation of Young Men's Christian Association of Martin County, Florida, Inc.; and
4. Original Articles of Dissolution for the YMCA of St. Lucie County, Inc.; and
5. Our check in the amount of \$192.50 representing the filing fees for items 1 through 4 as well as certified copies of the same and certificates of status for the YMCA of St. Lucie County, the YMCA of Martin County, and the newly named YMCA of the Treasure Coast.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 23 PM 3:00

On May 22nd, Jerry Shepherd, the CEO of the YMCA of St. Lucie County, spoke with Tyrone in the Division of Corporations. Tyrone said item 1 above should be accepted; however, there is a



A United Way Agency

YMCA of Martin County

1700 S.E. Monterey Road • Stuart, FL 34996-4109

(561) 286-4444 • FAX (561) 286-4643

Merger
LF

6-27-2000



Children's Services Council

YMCA mission: To put Christian principles into practice through programs that build healthy spirit, mind, and body for all.

ARTICLES OF MERGER
Merger Sheet

MERGING:

YMCA OF ST. LUCIE COUNTY, INC., a Florida corporation (Document
#711792)

INTO

**YOUNG MEN'S CHRISTIAN ASSOCIATION OF MARTIN COUNTY, FLORIDA,
INC., a Florida entity, 741308**

File date: June 23, 2000

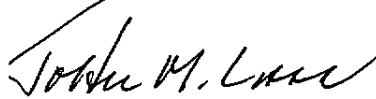
Corporate Specialist: Louise Flemming-Jackson

State of Florida
Division of Corporations
May 25, 2000
Page 2

large volume of mail and your office was backlogged. Accordingly, we are requesting that item 1 above be processed first, followed by the merger documents then the dissolution.

Thank you in advance for your attention to this matter. If you should have any questions or require any additional information, please do not hesitate to contact either my administrative assistant, Karen Kiel (ext. 227), or me (ext. 226).

Sincerely,

A handwritten signature in black ink, appearing to read "John M. Lass", written in a cursive style.

John M. Lass
President / CEO

JML/krk

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 23 PM 5: 00

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 name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Young Men's Christian Association of Martin County, Florida, Inc.

State of Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

YMCA of St. Lucie County, Inc.

State of Florida

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 06 / 01 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 of 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 May 25, 2000. The number of directors in office was eighteen (18). The vote for the plan was as follows: 14 FOR 0 AGAINST 4 ABSENT.

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.

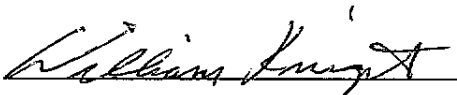
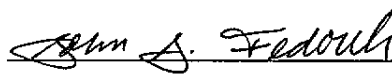
SECTION II

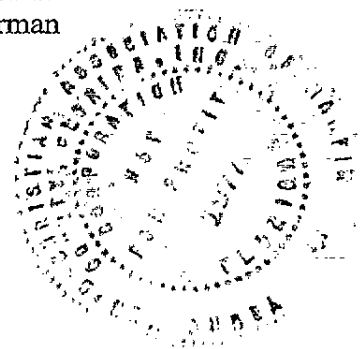
(CHECK IF APPLICABLE) _____ The Plan of Merger was adopted by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes.

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 May 24, 2000. The number of directors in office was nineteen (19). The vote for the plan was as follows: 13 FOR 0 AGAINST 6 ABSENT.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
YMCA of St. Lucie County, Inc.		William Knight Board President
Young Men's Christian Association of Martin County, Florida, Inc.		John J. Fedorek Board Chairman



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 are:

Name

Jurisdiction

Young Men's Christian Association of Martin County, Florida, Inc.

State of Florida

The name and jurisdiction of each **merging** corporation are:

Name

Jurisdiction

YMCA of St. Lucie County, Inc.

State of Florida

The terms and conditions of the merger are as follows:

See the "Plan of Merger" attached hereto and made a part hereof.

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

None.

Other provisions relating to the merger are as follows:

None.

PLAN OF MERGER

This Plan of Merger, effective the 1st day of June, 2000, is by and between the Young Men's Christian Association of Martin County, Florida, Inc., a Florida not-for-profit corporation, and the YMCA of St. Lucie County, a Florida not-for-profit corporation.

1. The names of the corporations proposing to merge are the Young Men's Christian Association of Martin County, Florida, Inc., a Florida not-for-profit corporation (herein "Martin"), and the YMCA of St. Lucie County, a Florida not-for-profit corporation (herein "St. Lucie").

2. The name which the surviving Corporation is to have following the Merger is the "Young Men's Christian Association of the Martin County, Florida, Inc." Immediately upon merging, the surviving corporation will file with the State of Florida all necessary documents to change the corporation name to the "Young Men's Christian Association of the Treasure Coast, Florida, Inc."

3. The terms and conditions of the Merger are as follows:

A. Until altered, amended or repealed, as therein provided, the Articles of Incorporation and all amendments thereto and the Bylaws of Martin, as in effect on the date when this Plan shall become effective, shall be the Articles of Incorporation and Bylaws of the surviving corporation.

B. The first Board of Directors of the surviving corporation on the effective date of the Merger shall be the Directors of Martin in office at the date when this Plan becomes effective. The President of the St. Lucie Board of Directors and the President of the Port St. Lucie Board of Managers will each become a member of the surviving Board of Directors.

C. The officers of the surviving corporation on the effective date of the Merger shall be the officers of Martin in office at the date when this Plan becomes effective.

D. Upon the effective date of the Merger, the separate existence of St. Lucie shall cease, and such entity shall be merged with and into Martin, the surviving corporation, in accordance with the provisions of this Plan of Merger. Said surviving corporation shall possess all of the rights, privileges, powers and franchises of a public or private nature and be subject to all of the restrictions, disabilities and duties of each of the parties to the Merger, and all such rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective corporations, provided that all rights of creditors and all liens of the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the merged corporation shall thence forth attached to the said surviving corporation and may be enforced against it to the same extent as if such debt, liabilities and duties had been occurred or contracted by it.

4. On the effective date of the Merger, each individual who holds a membership in St. Lucie and is in good standing shall have such membership automatically converted into a membership in Martin's St. Lucie Branch and shall be subject to all of the privileges and obligations of membership in Martin.

5. The laws of the State of Florida permit the Merger as contemplated herein and each of the parties hereto have and will continue to comply with the applicable laws of such state with respect to the consummation of this Merger.

The parties hereto have caused this Plan of Merger to be executed pursuant to authority duly granted, as of the 24 day of MAY, 2000.

YMCA OF ST. LUCIE COUNTY, INC.,
a Florida not-for-profit corporation

By: William Knight
William Knight, President
Board of Directors

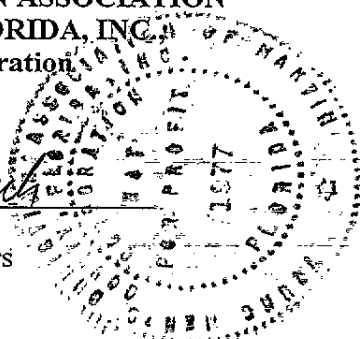
By: Jerry G. Shepherd
Jerry G. Shepherd, CEO

STATE OF FLORIDA
COUNTY OF ST. LUCIE

**YOUNG MEN'S CHRISTIAN ASSOCIATION
OF MARTIN COUNTY, FLORIDA, INC.**
a Florida not-for-profit corporation

By: John J. Fedorek
John J. Fedorek, Chairman
Corporate Board of Directors

By: John M. Lass
John M. Lass, President / CEO



The foregoing instrument was acknowledged before me this 24th day of May, 2000 by **WILLIAM KNIGHT** as President of the Board of Directors and **JERRY G. SHEPHERD** as CEO for the YMCA OF ST. LUCIE COUNTY, INC., a Florida not-for-profit corporation. KNIGHT is personally known to me or presented personally known to me as identification. SHEPHERD is personally known to me or presented personally known to me as identification.



Patricia A. Stinson
Notary Public

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 25th day of May, 2000 by **JOHN J. FEDOREK** as Chairman of the Corporate Board of Directors and **JOHN M. LASS** as President / CEO for the YOUNG MEN'S CHRISTIAN ASSOCIATION OF MARTIN COUNTY, FLORIDA, INC., a Florida not-for-profit corporation. FEDOREK is personally known to me or ~~presented~~ as identification. LASS is personally known to me or ~~presented~~ as identification.



Karen R. Kiel
MY COMMISSION # CC838755 EXPIRES
August 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Karen R. Kiel
Notary Public