

747853

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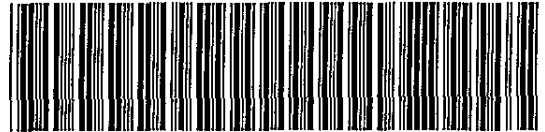
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07/03/03--01020--015 **43.75

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SECRETARY OF STATE
-ALLAHASSEE, FLORIDA

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CW

**RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

1549 RINGLING BOULEVARD
SUITE 600
SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017
SARASOTA, FLORIDA 34230-6017

(941) 365-0140
FAX: (941) 316-7911
JOHN.DART@RUDEN.COM

June 30, 2003

Secretary of State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Child Development Center, Inc./Family Counseling Center
of Sarasota County, Inc., Articles of Merger

Dear Sirs:

Enclosed please find Articles of Merger for the above referenced Corporations together with our check in the amount of \$43.75 to cover the filing fee and a certified copy of the Articles of Merger. The merger is to take effect July 1, 2003. Please forward the certified copy of the filed articles to my office.

Thank you for your attention to this matter.

Sincerely,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/ddr

Enclosure

cc: Peter Howard
Tom Crawford

SAR:111273:1

CARACAS ■ FT. LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 10, 2003

RUDEN, MCCLOSKEY, SMITH, ET.AL.
% JOHN DART
P.O. BOX 49017
SARASOTA, FL 34230-6017

SUBJECT: CHILD DEVELOPMENT CENTER, INC.
Ref. Number: 747853

We have received your document for CHILD DEVELOPMENT CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 803A00040874

**RUDEN
McCLOSKY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

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SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017
SARASOTA, FLORIDA 34230-6017

(941) 365-0140
FAX: (941) 316-7911
JOHN.DART@RUDEN.COM

July 14, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
Attn: Carol Mustain
Document Specialist

RE: Child Development Center, Inc.
Ref. Number: 747853
Letter Number: 803A00040874

Dear Ms. Mustain:

Enclosed please find the original Articles of Merger for the above-referenced corporation together with our check in the amount of \$35.00 representing the additional filing fee due pursuant to your letter of July 10, 2003, a copy of which is enclosed.

We would request that you file these Articles of Merger with the filing date of July 3, 2003, the date you originally received them from us.

If you have any questions or need anything additional, please contact me.

Sincerely,

RUDEN, McCLOSKY, SMITH,
SCHUSTER & RUSSELL, P.A.



John M. Dart

JMD/jlb
Enclosures

SAR:111706:1

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ARTICLES OF MERGER

The undersigned, being the presidents of Child Development Center, Inc., a Florida not for profit corporation, and Family Counseling Center of Sarasota County, Inc., a Florida not for profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I

Plan of Merger

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Jul 03, 2003 11:21AM

Secretary of State

A copy of the plan of merger is attached as Exhibit "A".

ARTICLE II

Approval

The plan of merger was adopted by Child Development Center, Inc. at a meeting of its board of directors held on JUNE 25, 2003. There are no members of the corporation. There are 12 directors. The number of votes cast in favor of the plan of merger was 12 and the number of votes cast against the plan of merger was 0.

The plan of merger was adopted by Family Counseling Center of Sarasota County, Inc. at a meeting of its members held on June 25, 2003. The number of votes cast in favor of the merger was sufficient for approval. The number of votes cast in favor of the plan of merger was 7 and the number of votes cast against the plan of merger was 0.

ARTICLE III

Effective Date

The merger shall be effective on July 1, 2003.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on June 25 2003.

CHILD DEVELOPMENT CENTER, INC.,
a Florida not for profit corporation

By: 

Peter D. Howard, President

FAMILY COUNSELING CENTER OF
SARASOTA COUNTY, INC., a Florida
not for profit corporation

By: 

Date

6-25-03 President

vice chair

EXHIBIT "A"

**PLAN OF MERGER
OF
CHILD DEVELOPMENT CENTER, INC., and FAMILY COUNSELING
CENTER OF SARASOTA COUNTY, INC.**

This is a plan of merger between Child Development Center, Inc., a Florida not for profit corporation, and Family Counseling Center of Sarasota County, Inc., a Florida not for profit corporation.

ARTICLE I
Constituent Corporations

The name of each constituent corporation is Child Development Center, Inc., a Florida not for profit corporation ("CDC"); and Family Counseling Center of Sarasota County, Inc., a Florida not for profit corporation ("FCC").

ARTICLE II
Merger

Pursuant to section 617.1107, Florida Statutes, FCC shall be merged into CDC (the "merger").

ARTICLE III
Surviving Corporation

CDC shall be the surviving corporation of the merger.

ARTICLE IV
Articles of Incorporation

The Articles of Incorporation of CDC, as in effect immediately prior to the merger, shall be amended as follows:

Article I

The name of the corporation shall be:

The Florida Center for Child and Family Development, Inc.

Article II

Purposes: The purposes for which this corporation is organized is to establish a representative board which shall be vested with all the powers, authorization and duties to enable it to provide proper education, counseling and therapy to prevent developmental disabilities and to provide a continuum of care to those vulnerable

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

citizens who are at risk of or victims of child abuse, through early intervention, prevention and on going support systems; as well as to provide casework counseling to persons and families who are experiencing difficulties in their family relationships, or in other aspects of their social functioning, and to bring about in the community improvement of social conditions that affect all families, through research, social work, education and participation in community planning.

Article VII

Officers: The officers of the corporation shall be as follows:

Chairperson
Vice Chair
Treasurer
Secretary
President/CEO
Immediate Past Chairperson

ARTICLE V

Assets And Liabilities

On the effective date of the merger, the separate existence of FCC shall cease and CDC shall, without further action, possess all of its rights and privileges immediately preceding the merger. All assets of any nature of FCC shall, without further action, be vested in CDC immediately following the merger. Following the merger, CDC shall be responsible for all liabilities and obligations of FCC. Any claim existing or action or proceeding pending against FCC may be continued as if the merger did not occur or CDC may be substituted for FCC in any such proceeding. Neither the rights of creditors of nor any liens upon the property of FCC shall be impaired by the merger.

ARTICLE VI

Effective Date

The merger shall be effective upon the filing by the Florida Department of State of Articles of Merger, or at such other time specified in the Articles of Merger.

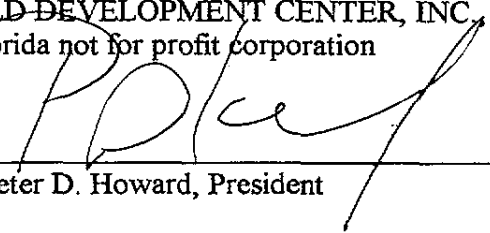
ARTICLE VII

Abandonment

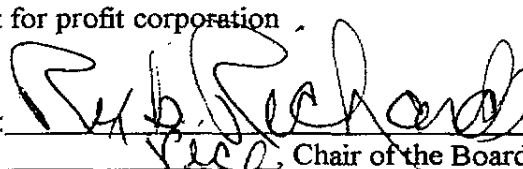
Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors of CDC or the board of directors of FCC or any time prior to the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on the 30 day of June, 2003.

CHILD DEVELOPMENT CENTER, INC.
a Florida not for profit corporation

By: 
Peter D. Howard, President

FAMILY COUNSELING CENTER OF
SARASOTA COUNTY, INC., a Florida
not for profit corporation

By: 
R. B. Richard, Chair of the Board

6-25-03