

754878

(FAX)

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MERGER OR SHARE EXCHANGE
JACKSONVILLE REGIONAL CHAMBER OF COMMERCE
INC.

Certificate of Status	0
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FEB 09 2012
T. ROBERTS

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January 4, 2012

JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.
3 INDEPENDENT DRIVE
JACKSONVILLE, FL 32202US

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SUBJECT: JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.
REF: 754878

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 current name of the entity is as referenced above. Please correct your document accordingly.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

There is a comma after holdings in the name COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC. Please make correction wherever the name appears.

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 (858) 245-6892.

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1/4/2012 11:45:48 AM PAGE 2/002 Fax Server

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P.003/008

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H11000305766
Letter Number: 112A00000122

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TALLAHASSEE FLORIDA
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ARTICLES OF MERGER
of
COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC., a Florida not-for profit corporation
into
JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC., a Florida not-for profit corporation

THESE ARTICLES OF MERGER are entered into as of the date set forth herein by and between COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC., a Florida not-for-profit corporation, and JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC., a Florida not-for-profit corporation.

Pursuant to Section 617.1105, Florida Statutes, Community and Economic Development Holdings, Inc., a Florida not-for-profit corporation, and Jacksonville Regional Chamber of Commerce, Inc., a Florida not-for-profit corporation, adopt the following Articles of Merger.

1. The Plan of Merger dated December 29, 2011, ("Plan of Merger"), by and between Community and Economic Development Holdings, Inc., a Florida not-for-profit corporation ("CEDH") and Jacksonville Regional Chamber of Commerce, Inc., a Florida not-for-profit corporation ("JRCC"), has been approved by both CEDH and JRCC in accordance with laws of the State of Florida. A copy of the Plan of Merger is attached as Exhibit "A".
2. The Plan of Merger was approved by its sole member and adopted by the three-member Board of Directors of CEDH on December 29, 2011 by a vote of 3-0. There are no members of JRCC entitled to vote, accordingly the Plan of Merger was adopted by the governing body of JRCC on December 29, 2011. Of the 49 members of the Board of Directors of the JRCC, 36 were present and the Plan of Merger was approved unanimously.
3. Pursuant to the Plan of Merger, CEDH will be merged with and into JRCC, with JRCC being the surviving corporation.
4. The date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida, with an effective date of December 30, 2011.

IN WITNESS WHEREOF, the parties have set their hands and caused their seals to be affixed as of the 29th day of December, 2011.

COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC., a Florida not-for profit corporation

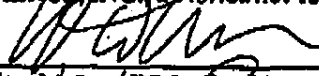
By: Walter M. Lee, III
Walter M. Lee, III, Its President


Attest: Anna C. Valent
Anna C. Valent, Its Secretary

(Corporate Seal)

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JACKSONVILLE REGIONAL CHAMBER OF
COMMERCE, INC., a Florida not-for-profit corporation

By: 
Walter M. Lee, III, Its President

Attest: 
Walter M. Lee, III, Its Secretary

(Corporate Seal)

02/09/2012 12:16

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Exhibit "A"
Plan of Merger

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PLAN OF MERGER
OF
COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC.,
 a Florida not-for-profit corporation ("CEDH")
 with and into
JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.,
 a Florida not-for-profit corporation ("JRCC")

WHEREAS, the governing bodies of each of CEDH and JRCC (hereafter, collectively, the "Constituent Corporations") have determined it is desirable and in the best interests of the Constituent Corporations that CEDH be merged into JRCC with JRCC being the surviving corporation, and

WHEREAS, for the reasons set forth above, and in consideration of the mutual covenants and promises of this Agreement, the Constituent Corporations hereby agree, pursuant to Section 617.1105, Florida Statutes, that CEDH shall be merged into JRCC as a single corporation and that the terms and conditions of such merger and the method or plan of carrying it into effect are as follows:

ARTICLE I
SURVIVING CORPORATION

Community and Economic Development Holdings, Inc. shall be merged into Jacksonville Regional Chamber of Commerce, Inc., with JRCC being the surviving corporation in the merger.

ARTICLE II
EFFECTIVE DATE; PRINCIPAL OFFICE

Section 1. The term "Effective Date" of this Agreement is December 31, 2011.

Section 2. The principal office of JRCC shall remain the principal office of the Constituent Corporations following the merger.

ARTICLE III
TERMS AND CONDITIONS OF MERGER

The merger will be consummated upon the filing of the Articles of Merger of both of the

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Constituent Corporations in accordance with Florida law. The merger will be consummated in accordance with the terms set forth in this Agreement.

**ARTICLE IV
CHANGES TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION**

The Articles of Incorporation of JRCC shall, on the effective date of the merger, remain the same and in effect and continue unchanged by the merger.

**ARTICLE V
OFFICERS AND DIRECTORS**

The persons who constitute the members of the governing board of JRCC on the effective date of the merger shall remain the same and continue unchanged by the merger.

**ARTICLE VI
EXECUTION**

CEDH and JRCC, by and through their respective duly authorized representatives, have executed this Agreement under their respective corporate seals effective as of December 29, 2011.

IN WITNESS WHEREOF, this Plan of Merger has been executed by each of the undersigned on the 29th day of December, 2011.

JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC. , a Florida not-for-profit corporation	COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC. , a Florida not-for-profit corporation
By: <u>[Signature]</u> Walter M. Lee, III, Its President	By: <u>[Signature]</u> Walter M. Lee, III, Its President
Attest: <u>[Signature]</u> Walter M. Lee, III, Its Secretary	Attest: <u>[Signature]</u> Anna C. Valent, Its Secretary
(Corporate Seal)	(Corporate Seal)

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