

755662

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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Email Address: rushing@carverdarden.com

**MERGER OR SHARE EXCHANGE**

**Pensacola Sports Association Foundation, Inc.**

Certificate of Status	0
Certified Copy	0
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pensacola Sports Association Foundation, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert Rushing

(Contact Person)

Carver Darden

(Firm/Company)

151 West Main Street, Suite 200

(Address)

Pensacola, Florida 32503

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Rushing

(Name of Contact Person)

At (850) 266-2303

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

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

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**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pensacola Sports Association Foundation, Inc.	Florida	755662

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pensacola Sports Association, Inc.	Florida	N94000005911

**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** 12 / 31 / 2020 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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FILED  
2021 JAN -5 AM 8:17  
SECRETARY OF STATE  
FLORIDA

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**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 or 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 December 9, 2020. The number of directors in office was 13. The vote for the plan was as follows: 10 FOR 1 AGAINST

**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 or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

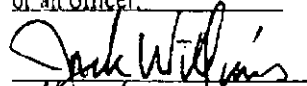
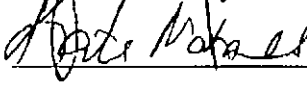
**SECTION III**

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 November 17, 2020. The number of directors in office was 40. The vote for the plan was as follows: 21 FOR 0 AGAINST

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Pensacola Sports Association Foundation, Inc.		Jack Williams, Chairman
Pensacola Sports Association, Inc.		Katie McPhail, Chairwoman

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**PLAN OF MERGER**

**of**

**PENSACOLA SPORTS ASSOCIATION, INC.**

**and**

**PENSACOLA SPORTS ASSOCIATION FOUNDATION, INC.**

This is a Plan of Merger (the "Plan of Merger") between Pensacola Sports Association, Inc., and Pensacola Sports Association Foundation, Inc.

**ARTICLE I**

**Constituent Corporations**

The name of each corporation is Pensacola Sports Association, Inc., and Pensacola Sports Association Foundation, Inc.

**ARTICLE II**

**Merger and Effective Date**

Under *F.S. 617.1107* Pensacola Sports Association, Inc. ("PSA") shall be merged into Pensacola Sports Association Foundation, Inc. ("PSAF"). The effective date of the Merger is December 31, 2020 (the "Effective Date").

**ARTICLE III**

**Surviving Corporation and Name**

PSAF shall be the surviving corporation of the merger (the "Merger"). As of the Effective Date of the Merger the name of Pensacola Sports Association Foundation, Inc. shall be changed to Pensacola Sports Association, Inc.

**ARTICLE IV**

**Amended and Restated Articles of Incorporation**

The Articles of Incorporation of PSAF in effect immediately before the Merger shall be amended and restated immediately following the Merger in accordance with this Plan of Merger.

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## ARTICLE V

### Bylaws, Policies and Procedures

The Bylaws of PSAF in effect immediately before the Merger shall be amended and restated immediately following the Merger in accordance with this Plan of Merger. On the Effective Date, the policies and procedures of PSAF are amended, without further action, to conform word for word to the policies and procedures of PSA that were in effect immediately before the Plan of Merger.

## ARTICLE VI

### Directors, Officers and Employees

The directors and officers of PSAF as of the Effective Date shall be those persons who were directors and officers of PSA and PSAF immediately before the Merger. The employees of PSA immediately before the Merger shall be employees of PSAF as of the Effective Date.

## ARTICLE VII

### Members

The members of PSA immediately before the Merger shall all be members of PSAF as of the Effective Date, and, without further action, shall possess all rights and obligations granted to Members of PSAF.

## ARTICLE VIII

### Assets and Liabilities

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

## ARTICLE IX

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Abandonment

Notwithstanding anything to the contrary contained in this Plan of Merger, this Plan of Merger may be terminated and abandoned by the board of directors of PSA or the board of directors of PSAF at any time before the filing of Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on December 31, 2020 pursuant to a vote to adopt this Plan of Merger by the Boards of Directors of Pensacola Sports Association, Inc., and Pensacola Sports Association Foundation, Inc. on November 17, 2020 and December 9, 2020.

Pensacola Sports Association, Inc.

By: Katie McPhail  
Katie McPhail, President

Pensacola Sports Association Foundation, Inc.

By: Jack Williams  
Jack Williams, President

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