

758609

Florida Department of State
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MERGER OR SHARE EXCHANGE
Suncoast Center, Inc.

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December 2, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUNCOAST CENTER, INC.
P.O. BOX 10970
ST. PETERSBURG, FL 33733-0970US

SUBJECT: SUNCOAST CENTER, INC.
REF: 758609

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 document number for Family Service Centers, Inc., is N00000003723, please correct your document.

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Teresa Brown
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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

FLORIDA NOT FOR PROFIT CORPORATION

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 617.1101, Florida Statutes.

FIRST: The exact name form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Document #
FAMILY SERVICE CENTERS, INC.	Florida	N00000003723

SECOND: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Document #
SUNCOAST CENTER, INC.	Florida	758609

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on December 1, 2009.

FIFTH: The merger was approved by the members and directors of the merging corporation on November 23, 2009 and by the members and directors of the surviving corporation on November 19, 2009 and the number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer, the 30th day of November, 2009.

SUNCOAST CENTER, INC.
a Florida not for profit corporation

By: 

George Matz, Chairman

FAMILY SERVICE CENTERS INC.,
a Florida not for profit corporation

By: 

Exhibit A – Plan of Merger

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**PLAN OF MERGER
OF
FAMILY SERVICES CENTER, INC.,
a Florida Not For Profit Corporation
INTO
SUNCOAST CENTER, INC., a Florida Not For Profit Corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are **FAMILY SERVICES CENTER, INC.**, a Florida Not For Profit Corporation ("FSC") which shall merge into **SUNCOAST CENTER, INC.**, a Florida Not For Profit Corporation ("SCC"). The corporation to survive the merger is, which shall continue under the name **SUNCOAST CENTER, INC.**, a Florida Not For Profit Corporation.

2. Terms and Conditions of Merger.

(A) Directors. The directors of SCC shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of FSC, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

George Matz	Chairman
Stephan Frecman	Vice-Chairman
Camille Skluzacek	Secretary & Treasurer

(E) Effective Date of Merger.

(1) The Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) The Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

EXHIBIT A

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(F) Effect of Merger.

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(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of FSC and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of FSC shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, FSC shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. SCC shall pay all expenses associated with this Plan of Merger.

3. Articles of Merger. FSC and SCC shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting the Plan of Merger.

The following acknowledge that the above is a true and correct copy of a Plan of Merger adopted by the board of directors of FAMILY SERVICE CENTERS, INC., a Florida Not For Profit Corporation, on Nov. 23rd 2009 and by the board of directors SUNCOAST CENTER, INC., a Florida Not For Profit Corporation on Nov 19, 2009.

FAMILY SERVICE CENTERS, INC., a Florida Not for Profit Corporation

By: [Signature]

as its

CORPORATE SEAL

SUNCOAST CENTER, INC., a Florida Not for Profit Corporation

By: [Signature]

George Matz, as its Chairman

CORPORATE SEAL

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