



759979

March 7, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Merger between Big Brothers/Big Sisters of Tampa Bay, Inc., and Big Brothers/Big Sisters of Manatee County, Inc.

Dear Sir or Madam:

Enclosed for filing are the original Articles of Merger between Big Brothers/Big Sisters of Tampa Bay, Inc., and Big Brothers/Big Sisters of Manatee County, Inc. Also enclosed is a \$122.50 check made payable to the Florida Department of State which covers the \$70.00 filing fee and \$52.50 for a certified copy of the Articles of Merger. Please forward the certified copy to me at the address listed below.

Thank you for your cooperation, and please call our lawyer, Rod Anderson at (813) 227-8500 if you have any question or comment.

Sincerely,

Dianna L. Glymph

Dianna L. Glymph
Regional Director of Business Affairs

400002108334--6
-03/10/97--01076--001
****122.50 ****122.50

Enclosures

cc: Mr. Jim Goode
Ms. Chris Simms
Mr. Rod Anderson

SH 3/25

FILED
97 MAR 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

Dianna M. Glymph
Big Brothers/Big Sisters of Tampa Bay
405 N. Reo St., Suite 260
Tampa, FL 33609-1038

SUBJECT: BIG BROTHERS/BIG SISTERS OF POLK COUNTY, INC.
Ref. Number: 735200

We have received your document for BIG BROTHERS/BIG SISTERS OF POLK COUNTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 997A00012579

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**BIG BROTHERS/BIG SISTERS OF POLK COUNTY, INC., a Florida corporation,
735200**

INTO

**BIG BROTHERS/BIG SISTERS OF TAMPA BAY, INC., a Florida corporation,
759979**

File date: March 24, 1997

Corporate Specialist: Steven Harris

**ARTICLES OF MERGER BETWEEN
BIG BROTHERS/BIG SISTERS OF TAMPA BAY, INC.
AND
BIG BROTHERS/BIG SISTERS OF POLK COUNTY, INC.**

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act, Big Brothers/Big Sisters of Polk County, Inc. ("Polk"), and Big Brothers/Big Sisters of Tampa Bay, Inc. ("Survivor") adopt the following Articles of Merger for the purpose of merging Polk into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

Big Brothers/Big Sisters of Polk County, Inc., a Florida corporation ("Polk"), and Big Brothers/Big Sisters of Tampa Bay, Inc., a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 617.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:

Big Brothers/Big Sisters of Polk County, Inc.
Big Brothers/Big Sisters of Tampa Bay, Inc.

- b) The Survivor is the surviving corporation and its name is:

Big Brothers/Big Sisters of Tampa Bay, Inc.

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of Polk shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of Polk without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of Polk, and neither the rights of the creditors nor any liens on the property of Polk shall be impaired by the merger. The Survivor shall succeed to and be the beneficiary of all grants, bequest, devises, trusts, or inheritances heretofore made or hereinafter made in favor of or for the benefit of Polk.

- d) There will be no changes in the Articles of Incorporation or Bylaws of the

FILED
97 MAR 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Survivor, and the Articles of Incorporation and Bylaws of the Survivor as they exist on the effective date of the Merger shall continue to be the Articles of Incorporation and Bylaws of the Survivor.

ARTICLE II

The effective date of the merger shall be effective December 31, 1996.

ARTICLE III

Polk adopted the Plan of Merger effective December 31, 1996, by vote of a majority of the Board of Directors of Polk pursuant to Section 617.1103(2), Florida Statutes. The Survivor adopted the Plan of Merger effective December 31, 1996, by vote of a majority of the Board of Directors pursuant to Section 617.1103(7), Florida Statutes. These votes constitute a sufficient number of votes of both corporations to approve the merger. Neither Polk nor the Survivor has any members entitled to vote on the Plan of Merger.

ARTICLE IV

In the event that there is a dissolution of the merger and Big Brothers/Big Sisters of Tampa Bay, Inc., ceases to serve Polk County, then the Tampa Bay Agency agrees that the Polk County Agency will retain possession of the real property described in attached A and its related facility will be transferred to a duly authorized Big Brothers/Big Sisters Agency serving Polk County, Florida, as long as the agency is duly authorized and chartered by the national Big Brothers/Big Sisters authorization.

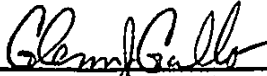
IN WITNESS WHEREOF, the undersigned have executed this document effective December 31, 1996.

1996 OFFICERS





Name: M. Lee Hanna,
as 1996 President of Big Brothers/
Big Sisters of Tampa Bay, Inc.

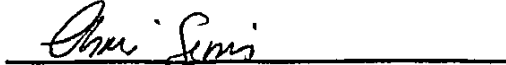
1997 OFFICERS

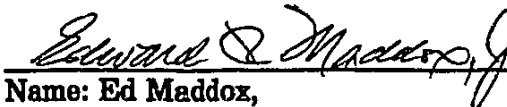



Name: Glenn Gullo,
as 1997 President of Big Brothers/
Big Sisters of Tampa Bay, Inc.



Name: James Stefan,
as 1996 Secretary of Big Brothers/
Big Sisters of Tampa Bay, Inc.


Name: James Stefan,
as 1997 Secretary of Big Brothers/
Big Sisters of Tampa Bay, Inc.


Name: Ms. Chris Sims,
as 1996 President of Big Brothers
and Sisters of Polk County, Inc.


Name: Ed Maddox,
as 1997 President of Big Brothers
and Sisters of Polk County, Inc.


Name: Janet Pitts,
as 1996 Secretary of Big Brothers
and Sisters of Polk County, Inc.


Name: Janet Pitts,
as 1997 Secretary of Big Brothers
and Sisters of Polk County, Inc.

TPA2-394172

#769825

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Keewin Winter Park Center Owners Assoc., Inc. EIN or SS#: 59-2358792

Address: 1095 West Morse Blvd.
Winter Park, Florida 32789

Amount: \$77.50 Date Paid 03/18/96

Reason for claim: Overpayment of Annual Report- 03/18/96 (769825)
SCC/REIN 03/21/97

Certified true and correct this _____ day of _____, 19 _____.

Signature _____

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 77.50

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 01070/001 dated 03/18/97

Name of Account
45202130001453000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT
452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations
(Agency) _____ (Authorized Signature and Title)