

759979

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000229989 3))



H140002299893ABCB

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FEE & JEFFRIES, P.A.
Account Number : I20010000069
Phone : (813) 229-8008
Fax Number : (813) 229-0046

Eff: 1-1-15

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
Big Brothers Big Sisters of Tampa Bay, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

FILED
14 OCT -7 PM 4:51

RECEIVED

14 OCT -7 PM 3:40

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Merger
10/8/14

Dr



October 6, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BIG BROTHERS BIG SISTERS OF TAMPA BAY, INC.
711 S. DALE MABRY AVE.
SUITE 300
TAMPA, FL 33609

SUBJECT: BIG BROTHERS BIG SISTERS OF TAMPA BAY, INC.
REF: 759979

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H14000229989
Letter Number: 014A00021133

Fax Audit No. (((H14000229989 3)))

FILED
14 OCT -7 PM 4:51
TAMPA FLORIDA

**ARTICLES OF MERGER
OF
BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC., A FLORIDA
NON-PROFIT CORPORATION
INTO
BIG BROTHERS BIG SISTERS OF TAMPA BAY, INC., A FLORIDA
NON-PROFIT CORPORATION**

Big Brothers Big Sisters of Pinellas County, Inc., a non-profit corporation organized under the laws of the State of Florida ("BBBS Pinellas"), hereby submits these Articles of Merger for the purpose of merging into Big Brothers Big Sisters of Tampa Bay, Inc., a non-profit corporation organized under the laws of the State of Florida ("BBBS Tampa"):

I. *The Plan of Merger described below was duly approved in the manner prescribed by law:*

AGREEMENT AND PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER

The names of the constituent corporations proposing to merge are Big Brothers Big Sisters of Pinellas County, Inc., a Florida non-profit corporation, and Big Brothers Big Sisters of Tampa Bay, Inc., a Florida non-profit corporation, and the constituent corporation that shall be the surviving corporation after the merger becomes effective is BBBS Tampa.

B. NAME OF SURVIVING CORPORATION: ARTICLES OF INCORPORATION

The name which the surviving corporation shall have after the merger becomes effective is "Big Brothers Big Sisters of Tampa Bay, Inc." BBBS Tampa's Articles of Incorporation shall remain unchanged following the merger.

C. TERMS AND CONDITIONS OF PROPOSED MERGER

Pursuant to the terms and conditions of the Agreement and Plan of Merger executed by the parties (the "Plan of Merger"), which is attached hereto as Exhibit "A", BBBS Pinellas shall be merged with and into BBBS Tampa. On the Effective Date (as hereinafter defined), subject to the applicable provisions of the Florida Business Corporations Act (the "FBCA") and Florida Not For Profit Corporations Act (the "FNFPCA"), BBBS Tampa shall file these Articles of Merger with the Secretary of State of Florida in accordance with the FBCA and FNFPCA, and shall make all other filings or recordings required by Florida in connection with the merger. Upon the merger of BBBS Pinellas into BBBS Tampa, the corporate existence of BBBS Pinellas shall cease and the corporate existence of BBBS Tampa shall continue. BBBS Tampa will assume all assets and liabilities of BBBS Pinellas.

Fax Audit No. (((H14000229989 3)))

Fax Audit No. (((H14000229989 3)))

D. TAKING OF NECESSARY ACTION

BBBS Tampa and BBBS Pinellas shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the merger contemplated by the Plan of Merger as promptly as possible. If, at any time after the Effective Date (as hereinafter defined), any further action is necessary or desirable to carry out the purposes of the merger contemplated by the Plan of Merger, or to vest BBBS Tampa with full right, title and possession to all assets, property, rights, privileges, immunities and franchises of BBBS Pinellas, the officers and directors of BBBS Tampa are fully authorized in the name of BBBS Pinellas, to take, and shall take, all such action.

E. EFFECTIVE DATE

The date and time at which the merger contemplated by the Plan of Merger shall become effective is January 1, 2015 (the "Effective Date"), and each of BBBS Tampa and BBBS Pinellas shall have executed the Plan of Merger as of the Effective Date.

F. DIRECTOR APPROVAL

Neither BBBS Tampa or BBBS Pinellas has members, but each entity has a Board of Directors. Accordingly, the Plan of Merger described in these Articles of Merger was approved by the Boards of Directors of both BBBS Tampa and BBBS Pinellas pursuant to separate votes of each Board taken at duly called meetings held June 30, 2014. The BBBS Tampa Board of Directors has 25 members and approved the Plan of Merger through a unanimous vote of the 19 Board members who attended the Board meeting. The BBBS Pinellas Board has 23 Board members and approved the Plan of Merger by a unanimous vote of the 21 Board members who attended the meeting. Accordingly, the Plan of Merger and performance of its terms have been duly authorized by all action required by each entity's respective Bylaws, and the laws of Florida.

G. REAL PROPERTY


In the event that BBBS Tampa ceases to serve Pinellas County, then BBBS Tampa agrees that possession of the real property located at 919 W. Bay Drive, Largo, Florida 33770, will be retained by a Big Brothers Big Sisters agency associated with Pinellas County, as long as the agency is duly authorized and chartered by the national Big Brothers Big Sisters organization.

Fax Audit No. (((H14000229989 3)))

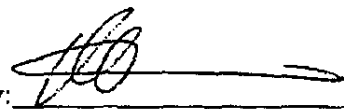
IN WITNESS WHEREOF, these Articles of Merger are signed by the President of the BBBS Pinellas Board of Directors and the Chairman of the BBBS Tampa Board of Directors, as of the 2 day of July, 2014.

BIG BROTHERS BIG SISTERS
OF PINELLAS COUNTY, INC.,
a Florida non-profit corporation

BIG BROTHERS BIG SISTERS
OF TAMPA BAY, INC.,
a Florida non-profit corporation

By: 

Dave Fox, President of the
Board of Directors

By: 

Vince Pavese, Chairman of the
Board of Directors

Fax Audit No. (((H14000229989 3)))

Fax Audit No.: (((H14000229989 3)))

AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated July 2, 2014, between Big Brothers Big Sisters of Pinellas County, Inc., a Florida non-profit corporation with a principal address of 918 West Bay Drive, Largo, Florida 33770 ("BBBS Pinellas"); and Big Brothers Big Sisters of Tampa Bay, Inc., a Florida non-profit corporation with a principal address of 711 S. Dale Mabry, Suite 300, Tampa, Florida 33609 ("BBBS Tampa").

BACKGROUND INFORMATION

The respective Boards of Directors of BBBS Pinellas and BBBS Tampa believe it is in the best interests of BBBS Pinellas and BBBS Tampa to consummate the merger of BBBS Pinellas with and into BBBS Tampa under and pursuant to the provisions of this Plan of Merger, the Florida Business Corporation Act (the "FBCA"), and the Florida Not For Profit Corporation Act (the "FNFPCA"), in a transaction intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Accordingly, in consideration of the promises contained herein, BBBS Pinellas and BBBS Tampa agree as follows:

OPERATIVE PROVISIONS

1. Merger; Surviving Corporation. Subject to obtaining the necessary approval of their respective Directors, BBBS Pinellas will be merged with and into BBBS Tampa (the "Merger").
2. Effective Date. The Merger contemplated by this Plan of Merger will become effective on January 1, 2015, following the filing of Articles of Merger with the Florida Department of State in accordance with the FBCA and FNFPCA (the "Effective Date").
3. Terms and Conditions of the Merger. BBBS Tampa will be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation"), and will continue to be governed by the laws of the State of Florida. Upon the Effective Date of the Merger, the corporate existence of BBBS Pinellas shall cease, and, all in the manner of and as more fully set forth in the FBCA and FNFPCA, the title to all real estate, patents, other intellectual property, and other tangible or intangible property, or any interest therein, owned by BBBS Pinellas will be vested in BBBS Tampa without reversion or impairment; BBBS Tampa will succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public and private, and all of such property of BBBS Pinellas without reversion or impairment; BBBS Tampa will be responsible and liable for all of the liabilities and obligations of BBBS Pinellas; any claim existing or action or proceeding pending by or against BBBS Pinellas may be continued as if the Merger did not occur or BBBS Tampa may be substituted for BBBS Pinellas in the proceeding; neither the rights of creditors nor any liens upon the property of BBBS Pinellas will be impaired by the Merger.
4. Articles of Incorporation; Bylaws. The Articles of Incorporation of the Surviving Corporation shall remain unchanged following the Merger. The Bylaws of the Surviving Corporation will be in the form approved by the Boards of Directors of both BBBS Pinellas and BBBS Tampa at the Board meeting during which such Boards approve the Merger.

Fax Audit No.: (((H14000229989 3)))

Fax Audit No.: (((H14000229989 3)))

5. Board of Directors and Officers. The members of the Board of Directors of BBBS Tampa and BBBS Pinellas immediately prior to the Effective Date shall be the members of the Board of Directors of the Surviving Corporation immediately following the Effective Date. The officers of the Surviving Corporation shall be determined by the Board of Directors of the Surviving Corporation. Following the Merger, Dave Fox will serve as Chairman of the Board of Directors of the Surviving Corporation, and Stephen Koch will continue to serve as its Chief Executive Officer.

6. Taking Necessary Action. BBBS Tampa and BBBS Pinellas will use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the Merger as promptly as possible. If, at any time after the Effective Date any further action is necessary or desirable to carry out the purposes of the Merger or to vest BBBS Tampa with full right, title and possession to all assets, property, rights, privileges, immunities and franchises of BBBS Pinellas, the officers and directors of BBBS Tampa are fully authorized in the name of BBBS Pinellas, to take, and shall take, all such action.

7. Termination. This Plan of Merger may be terminated and abandoned by action of the respective Boards of Directors of BBBS Pinellas and BBBS Tampa at any time prior to the Effective Date, whether before or after approval by the directors of either or both of the parties to this Plan of Merger.

8. Real Property. In the event that BBBS Tampa ceases to serve Pinellas County, then BBBS Tampa agrees that possession of the real property located at 918 W. Bay Drive, Largo, Florida 33770, will be retained by a Big Brothers Big Sisters agency associated with Pinellas County, as long as the agency is duly authorized and chartered by the national Big Brothers Big Sisters organization.

9. Amendment. The Boards of Directors of the parties to this Plan of Merger may amend this Plan of Merger at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Plan of Merger by the directors of either of the parties to this Plan of Merger shall not: (a) change the amount of cash or property, (b) change any term of the Articles of Incorporation of BBBS Tampa, or (c) change any other terms or conditions of this Plan of Merger if such change would have a materially adverse effect on either party to this Plan of Merger.

10. Registered Office. The registered office of BBBS Tampa in the State of Florida is located at 711 S. Dale Mabry, Suite 300, Tampa, Florida 33609, and the name of the registered agent of BBBS Tampa at such address is Stephen Koch.

11. Inspection of Plan of Merger. Executed copies of this Plan of Merger will be on file at the principal place of business of BBBS Tampa at 711 S. Dale Mabry, Suite 300, Tampa, Florida 33609. A copy of this Plan of Merger will be furnished by BBBS Tampa, on request and without cost, to any director of either BBBS Pinellas or BBBS Tampa.

Fax Audit No.: (((H14000229989 3)))

Fax Audit No.: (((H14000229989 3)))

12. Service of Process. On and after the Effective Date, BBBS Tampa agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of BBBS Pinellas or BBBS Tampa.

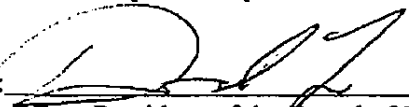
13. Entire Agreement, Amendments. This Plan of Merger constitutes the entire understanding between the parties with respect to the subject matter contained herein and supersedes any prior understandings and agreements among them respecting such subject matter. This Plan of Merger may be amended, supplemented, and terminated only by a written instrument duly executed by all of the parties.

14. Governing Law. This Plan of Merger shall be construed and enforced exclusively in accordance with the laws of the State of Florida.

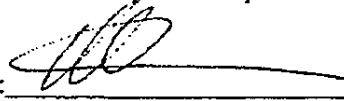
15. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first written above pursuant to authority granted to them by their respective Board of Directors.

Big Brothers Big Sisters of Pinellas County, Inc.,
a Florida non-profit corporation

By: 
Dave Fox, President of the Board of Directors

Big Brothers Big Sisters of Tampa Bay, Inc.,
a Florida non-profit corporation

By: 
Vince Pavese, Chairman of the Board of Directors