

12/16/22, 11:28 AM

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MERGER OR SHARE EXCHANGE

Second Harvest Food Bank of Central Florida, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

★ Please obtain original 12-14-22 filing date.  
12-15-22



December 15, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.  
411 MERCY DR  
ORLANDO, FL 32805US

SUBJECT: SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.  
REF: 760519

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Tammi Cline

Regulatory Specialist II Supervisor

FAX Aud. #: H22000421870

Letter Number: 922A00028042

2022 DEC 15 AM 8:59

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## ARTICLES OF MERGER

OF

FIRST STEP FOOD BANK, INC.,  
a Florida not for profit corporation

1749410

WITH AND INTO

SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.,  
a Florida not for profit corporation

1740519

Pursuant to the Florida Not For Profit Corporation Act, First Step Food Bank, Inc., a Florida not-for-profit corporation (the "Merging Entity"), and Second Harvest Food Bank of Central Florida, Inc., a Florida not-for-profit corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Entity with and into the Surviving Entity;

**FIRST:** The plan of merger, pursuant to Sections 617.1101 and 617.1105 of the Florida Not For Profit Corporation Act (the "Plan of Merger"), is as follows:

1. Upon the filing of Articles of Merger with the Florida Department of State (the "Articles of Merger"), the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving corporation of such merger (the "Merger").

2. The terms and conditions of the Merger are as follows:

- (a) The Merging Entity shall merge into the Surviving Entity and the Merging Entity shall cease to exist.
- (b) The Surviving Entity shall continue its corporate existence under the laws of the State of Florida and shall possess all the rights of each of the parties to the Merger.
- (c) Title to all property, including, but not limited to, real property, inventory, tangible personal property and intangible personal property, and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of the Merger.
- (d) The Surviving Entity shall be responsible and liable for all of the liabilities and obligations of each party to the Merger;
- (e) Any claim existing or action or proceeding by or against any party to the Merger may be continued as if the Merger had not taken place, or the Surviving Entity may be substituted in its place,

- (f) Neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.
- (g) The Articles of Incorporation of Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by applicable law.
- (h) The Bylaws of Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until thereafter amended as provided by law.
- (i) The directors and officers of Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity until their successors are duly elected and qualified.
- (j) The members of the Merging Entity shall have such rights as specified in the Bylaws of the Surviving Entity as of the Effective Date.
- (k) The effective date of the Merger will be the date upon which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

**SECOND:** Neither the members of the Merging Entity nor the members of the Surviving Entity are entitled to vote on the Plan of Merger.

**THIRD:** The board of directors of the Merging Entity approved the Merger and adopted the Plan of Merger at a meeting of the board of directors of the Merging Entity held on December 2, 2022 at which a quorum of the board of directors was established. The number of directors then in office was nine (9). Eight (8) of those directors attended the meeting. The vote for the approval of the Merger and the adoption of the Plan of Merger was as follows: eight (8) in favor and zero (0) against.

**FOURTH:** The board of directors of the Surviving Entity approved the Merger and adopted the Plan of Merger, as amended in the discretion of the President, at a meeting of the board of directors of the Surviving Entity held on May 26, 2022 at which a quorum of the board of directors was established. The number of directors then in office was eighteen (18). Fourteen (14) of those directors attended the meeting. The vote for the approval of the Merger and the adoption of the Plan of Merger was as follows: fourteen (14) in favor and zero (0) against.

[SIGNATURES ARE ON THE FOLLOWING PAGE]

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AT 8:59

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 5<sup>th</sup> day of December, 2022.

**FIRST STEP FOOD BANK, INC.,**  
a Florida not-for-profit corporation

By: Stewart L. Robinson  
Name: Stewart L. Robinson  
Title: President

**SECOND HARVEST FOOD BANK OF  
CENTRAL FLORIDA, INC.,** a Florida not-for-profit corporation

By: Derrick Chabba  
Name: Derrick Chabba  
Title: President

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END