

763627

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NEW FILINGS

- ☐ Profit
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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

T. LEWIS MAY 30 2000

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

FRIENDS OF THE ARTS & SCIENCES, INC., a Florida corporation, 705295.

INTO

SARASOTA VISUAL ART CENTER, INC., a Florida entity, 763627

File date: May 16, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Members Entitled to Vote)

Pursuant to the provisions of F.S. § Section 617.1105, these Articles of Merger provide that:

1. Friends of the Arts & Sciences, Inc., a Florida not-for-profit corporation ("FAS"), shall be merged with and into Sarasota Visual Art Center, Inc., a Florida not-for-profit corporation ("SVAC"), which shall be the surviving corporation. SVAC shall then file an amendment to its Articles of Incorporation changing its name to Art Center Sarasota.

2. The merger shall become effective as of the close of business on May 15, 2000.

3. A true copy of the applicable Plan of Merger dated March 11, 2000 is attached hereto as Exhibit A.

4. The members of FAS held a meeting and voted on the Plan of Merger on March 11, 2000. The members voted in favor of the Plan of Merger by a vote of 73 to 2. The number of votes cast in favor of the Plan of Merger was sufficient for approval.

5. The members of SVAC are not entitled to vote on the Plan of Merger. The SVAC Board of Directors ("Board"), comprised of 11 directors, voted on the Plan of Merger on March 27, 2000. The Board approved the Plan of Merger by a vote of 6 to 0.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of FAS and SVAC by their authorized officers as of March 27, 2000.

Friends of the Arts & Sciences, Inc.

By: James D. Tschirgh

Name: JAMES D. TSCHIRGH

Title: President

Sarasota Visual Art Center, Inc.

By: Samuel Shapiro

Name: SAMUEL SHAPIRO

Title: Chm. & Pres

EXHIBIT A
PLAN OF MERGER

Friends of the Arts & Sciences, Inc., a Florida not-for-profit corporation, and Sarasota Visual Art Center, Inc., a Florida not-for-profit corporation, hereby adopt the following plan as the Plan of Merger required by F.S. § 617.1101. The terms of the plan are as follows:

1. The names of the corporations planning to merge are Friends of the Arts & Sciences, Inc. ("FAS") and Sarasota Visual Art Center, Inc. ("SVAC"). As a result of the merger, FAS shall be merged with and into SVAC. SVAC shall be the surviving corporation (the "Surviving Corporation").

2. The merger shall be effective at the close of business on May 15, 2000 (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of FAS and SVAC shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of FAS or SVAC shall not revert or in any way be impaired by reason of the merger.

4. All obligations belonging to or due to each of FAS and SVAC shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the FAS and SVAC existing as of the Effective Date.

5. Neither corporation is authorized to issue stock.

6. The members of FAS, who meet the required qualifications of membership as specified in the Bylaws of SVAC, will be invited to join the membership of SVAC prior to the April 2000 annual meeting of SVAC.

7. The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of SVAC.

8. Each member of FAS and SVAC shall automatically become a member of the Surviving Corporation.

9. The directors and officers of the Surviving Corporation shall initially be the directors and officers of SVAC as of the Effective Date, which shall be elected at the April 2000 annual meeting of SVAC.

10. The Surviving Corporation shall also do the following:

- (a) Continue the Art Sarasota Workshop Program and establish a restricted account comprised of the savings accounts of FAS to benefit the Art Sarasota Workshop Program and pay any liabilities of FAS.
- (b) The Executive Director of the Art Sarasota Workshop Program will be named as Education Director and will continue to lead the Art Sarasota Workshop Program and the other educational programs of the Surviving Corporation.

11. FAS shall use its best efforts to resolve any outstanding claims or liabilities prior to the Effective Date.

12. The Board of Directors of each constituent corporation is hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

13. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of FAS and SVAC this 11th day of March, 2000.

Friends of the Arts & Sciences, Inc.

By:

Name:

JAMES D. TSCHIRGI

Title:

President

Sarasota Visual Art Center, Inc.

By:

Name:

SAMUEL SHAPIRO

Title:

CHM Bd. + PRES.

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