

JUL 17 2002 12

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# F02000003258

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## MERGER OR SHARE EXCHANGE

Consumer Credit Counseling Service of the Midwest, I

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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AS OF JUL 16 2002 5:11 PM PAGE 01

\*\* JOB STATUS REPORT \*\*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONSUMER CREDIT COUNSELING SERVICE OF SOUTH FLORIDA, INC., a  
Florida non-profit corporation, 722650

INTO

CONSUMER CREDIT COUNSELING SERVICE OF THE MIDWEST, INC., an  
Ohio entity, F02000003258.

File date: June 28, 2002

Corporate Specialist: Darlene Connell

JUL 17 2002 12:23 PM FR HOLLAND & KNIGHT

Department of State 6/28/2002

TO 27486#95000#3600 P.02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

*Please back date  
to June 28, 2002.*

*R. ANCHETA*

June 28, 2002

CONSUMER CREDIT COUNSELING SERVICE OF SOUTH FLORIDA, IN  
11645 BISCAYNE BLVD.  
STE. 205  
N. MIAMI, FL 33181US

SUBJECT: CONSUMER CREDIT COUNSELING SERVICE OF SOUTH FLORIDA, INC.  
REF: 722650

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.

☒ FOR EACH CORPORATION, THE DOCUMENT MUST CONTAIN THE DATE OF ADOPTION OF THE PLAN OF MERGER AND THE APPROVAL OF MEMBERS OR BOARD OF DIRECTORS AS STATED BELOW.

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
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent 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.

☒ The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E02000158784  
Letter Number: 802A00041451

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

*7/1/02 - Advised Jose Capote re rejection. RMC*

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 617.1105 of the Florida Statutes.

First: The Plan of Merger is attached.

Second: It having no members, the Plan of Merger was adopted by the Board of Trustees of Consumer Credit Counseling Service of South Florida, Inc. ("South Florida") by Board vote effective as of June 28, 2002 in accordance with the Articles of Incorporation/Bylaws of South Florida. At such date, the Board of Trustees had a total of 13 trustees; 7 of which voted in favor of the Plan of Merger.

Third: : It having no members, the Plan of Merger was adopted by the Board of Trustees of Consumer Credit Counseling Service of the Midwest, Inc. by Board vote effective as of May 22, 2002 in favor of the Plan of Merger. At such date, the Board of Trustees had a total of 14 trustees; 10 of which voted in favor of the Plan of Merger.

Fourth: The effective date of the merger is June 28, 2002.

The undersigned has executed these Articles of Merger as of the 23 day of May, 2002.

CONSUMER CREDIT COUNSELING SERVICE OF  
SOUTH FLORIDA, INC.

By: Philip L. Garner  
President Philip L. Garner

By: Leonard Elias  
Secretary Leonard Elias

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**PLAN OF MERGER**

The following plan of merger is submitted in compliance with Section(s) 617.1107 and 617.1101 of the Florida Statutes.

The name, address and jurisdiction of the surviving not-for-profit corporation is:

NameJurisdiction

Consumer Credit Counseling Service  
of the Midwest, Inc.

Ohio

Address

697 East Broad Street  
Columbus, Ohio 43215

The name, address and jurisdiction of the merging not-for-profit corporation is:

NameJurisdiction

Consumer Credit Counseling Service  
of South Florida, Inc.

Florida

Address

11645 Biscayne Boulevard Suite 405  
North Miami, Florida 33181

The terms and conditions of the merger are as follows:

1. The separate existence of Consumer Credit Counseling Service of South Florida, Inc. ("South Florida") shall cease at the effective date of the merger pursuant to the provisions of the laws of the State of Florida. Consumer Credit Counseling Service of the Midwest, Inc. ("Midwest") shall continue its existence as the surviving not-for-profit corporation pursuant to the provisions of the Ohio Revised Code.
2. Upon the effective date of the merger, the surviving not-for-profit corporation shall possess all property of every description (and every interest therein) and the rights, privileges, immunities, powers, franchises, and authority of each of the constituent corporations, and shall be liable for all the obligations of each of the constituent corporations pursuant to Ohio Revised Code Section 1702.46.

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3. Upon the dissolution of the surviving corporation, the board of trustees of the surviving corporation shall, after paying or making provision for the payment of all liabilities of the surviving corporation, distribute the assets of the surviving corporation exclusively for one or more exempt purposes within the meaning of I.R.C. Section 501(c)(3), or to one or more organizations organized and operated exclusively for exempt purposes within the meaning of I.R.C. Section 501(c)(3), or to the federal government or a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the surviving corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the merging corporation.

The undersigned have executed this Plan of Merger as of the 23 day of May, 2002.

CONSUMER CREDIT COUNSELING SERVICE  
OF THE MIDWEST, INC.

By: Michael S. Dwyer  
President

By: James H. Zier  
Secretary

CONSUMER CREDIT COUNSELING SERVICE OF  
SOUTH FLORIDA, INC.

By: Philip L. Mann  
President

By: Donald M. [Signature]  
Secretary