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(Business Entity Name)

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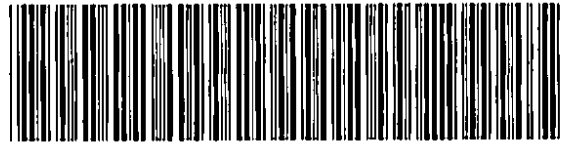
Special Instructions to Filing Officer: #125000

#125000 / KRW  
LLC

#125000 / merger

OK to File / KRW / Sean

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800368019938

2021 JUN 28 AM 8:35

FILED

EFFECTIVE DATE

June 30, 2021

STATE OF FLORIDA  
TALLAHASSEE

2021 JUN 28 PM 3:28

RECEIVED

Merger

JUN 30 2021  
ALBRITTON

# Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 6/28/2021

**\*\*WALK IN\*\***

ENTITY NAME PATHWAYS DROP IN CENTER, INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certified Copy of Arts & Amendments Complete File (Including Annual Reports)*

*Certificate of Status*

*Certificate of Status Reflecting:* \_\_\_\_\_

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$ 60.00

ACCOUNT # I20160000072

*\$175.00 Total*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

ARTICLES OF MERGER

OF

PATHWAYS DROP IN CENTER, INC.,  
a Florida not for profit corporation,

INTO

PATHWAYS DROP IN CENTER, LLC,  
a Florida limited liability company

**EFFECTIVE DATE**  
*June 30, 2021*

2021 JUN 28 AM 8:35  
FILED

The following Articles of Merger are submitted in accordance with 617.1105, Florida Statutes, and 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Pathways Drop in Center, Inc.	Florida	Not for profit

**SECOND:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Pathways Drop in Center, LLC	Florida	Limited liability company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** The surviving entity is created by merger and is a domestic filing entity, the public organic record is attached.

**FIFTH:** The surviving entity agrees to pay any members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** The merger shall become effective on June 30, 2021.

**SEVENTH:** The Plan of Merger is attached.

**EIGHTH:** The members of Pathways Drop in Center, Inc. were not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of Pathways Drop in Center, Inc. on June 14, 2021. The number of directors in office was thirteen (13). The number of votes cast for the merger was sufficient for approval, and the vote for the plan was as follows: thirteen (13), FOR; zero (0), AGAINST.

Executed on June 25, 2021.

PATHWAYS DROP IN CENTER, INC.,  
a Florida not for profit corporation

By: Donna L. Helsel

Name: Donna L. Helsel

Title: Chairman of the Board

PATHWAYS DROP IN CENTER, LLC

By: Grand Avenue Economic  
Community Development Corp., a  
Florida not for profit corporation,  
its Member and Manager

By: Helene M. Sharp, CEO

Name: Helene M. Sharp

Title: CEO

**PLAN OF MERGER**  
**BETWEEN**  
**PATHWAYS DROP IN CENTER, INC.,**  
**a Florida not for profit corporation,**  
**INTO**  
**PATHWAYS DROP IN CENTER, LLC,**  
**a Florida limited liability company**

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Pathways Drop in Center, Inc.	Florida	Not for profit

**SECOND:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Pathways Drop in Center, LLC	Florida	Limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

The merging party shall be merged with and into the surviving party effective upon filing Articles of Merger (the "Effective Time") which shall be the surviving entity at the Effective Time of the merger and which shall continue to exist as a limited liability company under the laws of the State of Florida. The surviving party shall succeed to all the property, rights, privileges, immunities, powers and purposes of the merging party and shall by operation of law become liable for all the debts, liabilities, obligations and duties of the merging party to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the surviving party.

**FOURTH:** The surviving entity is created by merger and is a domestic filing entity, the public organic record is attached.

**FIFTH:** At the Effective Time of the merger, the memberships in the merging entity shall cease to exist.

**SIXTH:** The Effective Time of this merger shall be June 30, 2021.

**SEVENTH:** If any provision of this Plan of Merger is deemed invalid or unenforceable, such provision will be deemed limited by construction in scope and effect to the minimum extent necessary to render it valid and enforceable and, in the event no such limiting construction is possible, the invalid or unenforceable provision will be deemed severed from this Plan of Merger without affecting the validity of any other term or provision.

**ARTICLES OF ORGANIZATION FOR  
PATHWAYS DROP IN CENTER, LLC  
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: Pathways Drop In Center, LLC

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company are:

3200 W. Colonial Drive  
Orlando, FL 32808

**ARTICLE III. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the approval of the Member.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Helaine Blum  
3200 W. Colonial Drive  
Orlando, FL 32808

**ARTICLE V. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Member of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

Grand Avenue Economic Community Development Corp.  
3200 W. Colonial Drive  
Orlando, FL 32808

Such Manager shall serve in such capacity until the first meeting of the Member or until its successor(s) are duly elected and qualified.

#### ARTICLE VI. PURPOSE


The Company is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; provided, however, that the Company shall not engage in any activities or exercise any powers that are not in furtherance of the specific charitable and educational purposes of the Member of the Company.

#### ARTICLE VII. EFFECTIVE DATE

These Articles of Organization shall become effective as of June 30, 2021.

#### ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member of the Company.

  
\_\_\_\_\_  
Glenn A. Adams  
Authorized Representative of a Member

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
OF PATHWAYS DROP IN CENTER, LLC

Pursuant to the provisions of Chapter 605, Florida Statutes, Pathways Drop In Center, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

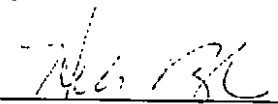
1. The name of the Company is: Pathways Drop In Center, LLC
2. The name of the registered agent and the address of the registered office are:

NAME: Helaine Blum

ADDRESS: 3200 W. Colonial Drive

Orlando, FL 32808

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605., F.S.*

  
\_\_\_\_\_  
Helaine Blum

Date: June 25, 2021