

Division of Corporations

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TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

THE FINANCIAL PLANNING ASSOCIATION OF TAMPA BAY, INC

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*Merger*

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D. CONNELL APR 18 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

THE TAMPA BAY SOCIETY OF THE INSTITUTE OF CERTIFIED FINANCIAL  
PLANNERS, INC., a Florida corporation, N42884

TAMPA BAY CHAPTER OF THE INTERNATIONAL ASSOCIATION FOR  
FINANCIAL PLANNING, INC., a Florida corporation, N26704

INTO

THE FINANCIAL PLANNING ASSOCIATION OF TAMPA BAY, INC., a Florida  
entity, N00000002272.

File date: April 17, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER  
OF  
THE TAMPA BAY SOCIETY OF THE  
INSTITUTE OF CERTIFIED FINANCIAL PLANNERS, INC.  
TAMPA BAY CHAPTER OF THE INTERNATIONAL ASSOCIATION  
FOR FINANCIAL PLANNING, INC. AND THE FINANCIAL PLANNING  
ASSOCIATION OF TAMPA BAY, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being the presidents of The Tampa Bay Society of the Institute of Certified Financial Planners, Inc. (ICFP), a Florida not for profit corporation, and Tampa Bay Chapter of the International Association for Financial Planning, Inc. (IAFP), a Florida not for profit corporation and The Financial Planning Association of Tampa Bay, Inc. (FPA), a Florida not for profit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State.

**ARTICLE I  
Plan of Merger**

A copy of the plan of merger is attached as Exhibit "A".

**ARTICLE II  
Approval**

The plan of merger was adopted by ICFP at a meeting of its Board of Directors held on April 11, 2000. The number of votes cast in favor of the merger was sufficient for approval. The vote of the Board of Directors was eight in favor and zero opposed. The total number of board members for the corporation on the date of the vote was eleven. No members of the ICFP were entitled to vote thereon under its articles of incorporation, bylaws or Florida law.

The plan of merger was adopted by the IAFP at a meeting of its Board of Directors held on April 11, 2000. The number of votes cast in favor of the merger was sufficient for approval. The vote of the Board of Directors was ten in favor and zero opposed. The total number of board members for the corporation on the date of the vote was twelve. No members of the IAFP were entitled to vote thereon under its articles of incorporation, bylaws or Florida law.

The plan of merger was adopted by the FPA at a meeting of its Board of Directors held on April 11, 2000. The number of votes cast in favor of the merger was sufficient for approval.

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The vote of the Board of Directors was seventeen in favor and zero opposed. The total number of board members for the corporation on the date of the vote was twenty. No members of the FPA were entitled to vote thereon under its articles of incorporation, bylaws or Florida law.

**ARTICLE III**  
**Effective Date**

The merger shall be effective on the date of filing of these articles of merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on  
11<sup>th</sup> day of April 2000.

**The Tampa Bay Society of the Institute of  
Certified Financial Planners, Inc.,**  
a Florida not for profit corporation

By: Barbara Stetzko  
Barbara Stetzko, as its President

**Tampa Bay Chapter of the International  
Association for Financial Planning, Inc.,**  
a Florida not for profit corporation

By: Lynn Smelt  
Lynn Smelt, as its President

**The Financial Planning Association of Tampa  
Bay, Inc.,**  
a Florida not for profit corporation

By: Barbara Stetzko  
Barbara Stetzko, as its President

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**PLAN OF MERGER  
OF  
THE TAMPA BAY SOCIETY OF THE  
INSTITUTE OF CERTIFIED FINANCIAL PLANNERS, INC.,  
TAMPA BAY CHAPTER OF THE INTERNATIONAL ASSOCIATION  
FOR FINANCIAL PLANNING, INC. AND THE FINANCIAL PLANNING  
ASSOCIATION OF TAMPA BAY, INC.**

This plan of merger between The Tampa Bay Society of the Institute of Certified Financial Planners, Inc. (ICFP) a Florida not for profit corporation and Tampa Bay Chapter of the International Association for Financial Planning, Inc. (IAFP) a Florida not for profit corporation, and The Financial Planning Association of Tampa Bay, Inc. (FPA) a Florida not for profit corporation.

**ARTICLE I  
Constituent Corporation**

The name of each constituent corporation is The Tampa Bay Society of the Institute of Certified Financial Planners, Inc. (ICFP) a Florida not for profit corporation and Tampa Bay Chapter of the International Association for Financial Planning, Inc. (IAFP) a Florida not for profit corporation and The Financial Planning Association of Tampa Bay, Inc. (FPA) a Florida not for profit corporation.

**ARTICLE II  
Merger**

Pursuant to section 617.1107, Florida Statutes, ICFP and IAFP shall be merged into FPA (the "merger").

**ARTICLE III  
Surviving Corporation**

FPA shall be the surviving corporation of the merger.

**ARTICLE IV**  
**Articles of Incorporation**

The articles of incorporation of FPA, as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V**  
**Directors And Officers**

The directors and officers of FPA immediately prior to the merger shall continue to be the directors and officers immediately following the merger.

**ARTICLE VI**  
**Members**

The members of ICFP and IAFP immediately prior to the merger shall all be members of FPA immediately following the merger, and shall, without further action, possess all rights and obligations granted to members of FPA by its charter, articles of incorporation and bylaws.

**ARTICLE VII**  
**Assets And Liabilities**

On the effective date of the merger, the separate existence of ICFP and IAFP shall cease and FPA shall without further action, possess all its rights and privileges immediately proceeding the merger. All assets of any nature of IAFP and ICFP shall, without further action, be vested in FPA immediately following the merger. Following the merger, FPA shall be responsible for all liabilities and obligations of IAFP and ICFP. Any claim existing or action or proceeding pending against IAFP and/or ICFP may be continued as if the merger did not occur or FPA may be substituted for IAFP or ICFP in any such proceeding. Neither the rights of creditors of nor any liens upon the property of IAFP and or ICFP shall be impaired by the merger.

**ARTICLE VIII**  
**Effective Date**

The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specific in the articles of merger.

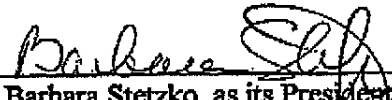
**ARTICLE IX**  
**Abandonment**

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors of FPA, ICFP or IAFP or any time prior to the filing of the articles of merger.


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IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on April 11, 2000.


**The Tampa Bay Society of the Institute of  
Certified Financial Planners, Inc.,  
a Florida not for profit corporation**

By:   
Barbara Stetzko, as its President

**Tampa Bay Chapter of the International  
Association for Financial Planning, Inc.,  
a Florida not for profit corporation**

By:   
Lynn Smelt, as its President

**The Financial Planning Association of  
Tampa Bay, Inc.  
a Florida not for profit corporation**

By:   
Barbara Stetzko, as its President