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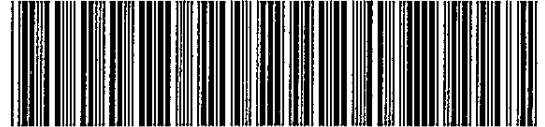
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6/30/04

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04 JUN 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merge
Zf

**MILLER & ANSLEY, P.A.
ATTORNEYS AT LAW**

Wildcat Plaza
415 Mountain Drive, Suite 3
Destin, Florida 32541-2349

Telephone: (850) 837-3860 • Facsimile: (850) 837-6158

E-Mail: miller@destinlawfirm.com

J. Jerome Miller
Andrea D. Ansley

June 23, 2004

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Department of State:

Enclosed please find Articles of Merger, Plan of Merger, and a check in the amount of \$87.50 for filing and providing two certified copies. An original and two executed copies of the Articles of Merger are attached. Also included is an envelope for your convenience.

If you should have any questions, please contact me at (850) 837-3860. Thank you for your assistance in this matter.

Sincerely,


Tammy D. Mathis
Legal Assistant

Enclosures: as stated above

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The School Readiness Coalition of Okaloosa County, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Jerome Miller, Attorney at Law
(Name of person),nbhjlhb

Miller & Ansley, P. A.
(Name of firm/company)

415 Mountain Drive, Suite 3
(Address)

Destin, Florida 32541-2349
(City/state and zip code)

For further information concerning this matter, please call:

J. Jerome Miller At (850) 837-3860
(Name of person) (Area code & daytime telephone number)

Fee in the amount of \$ 87.50 for filing and providing two certified copies is enclosed.
An original and two executed copies of the Articles of Merger are attached.

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>The School Readiness Coalition of Okaloosa County, Inc.</u>	<u>Florida</u>	<u>N00000003099</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>The Walton County Coalition for School Readiness, Inc.</u>	<u>Florida</u>	<u>N00000002523</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall be effective on 06/30/2004

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
The School Readiness Coalition of Okaloosa County, Inc.

SECTION III

There are no members or members entitled to vote on the plan of merger.

The plan of merger was adopted by the board of directors on May 17, 2004. The number of directors in office was 19. The vote for the plan was as follows: 10 FOR
0 AGAINST

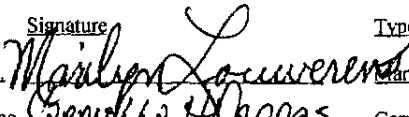
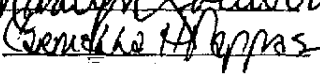
Sixth: ADOPTION OF MERGER BY MERGING CORPORAION(s)
The Walton County Coalition for School Readiness, Inc.

SECTION III

There are no members or members entitled to vote on the plan of merger.

The plan of merger was adopted by the board of directors on April 1, 2004. The number of directors in office was 20. The vote for the plan was as follows: 11 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Individual & Title</u>
<u>The Walton County Coalition for School Readiness, Inc.</u>		<u>Marilyn Louwerens, President</u>
<u>The School Readiness Coalition of Okaloosa County, Inc.</u>		<u>Carmella H. Pappas, Chair</u>

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The School Readiness Coalition of Okaloosa County, Inc.</u>	<u>Florida</u>

The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Walton County Coalition for School Readiness</u>	<u>Florida</u>

The terms and conditions of the merger are as follows:

See the attached merger agreement for the terms and conditions of the merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

1. Corporate name change to **School Readiness Coalition Serving Okaloosa and Walton Counties, Inc.**
2. Expanded area of service to include Okaloosa and Walton Counties, Florida.

Other provisions relating to the merger are as follows:

See the attached merger agreement for the terms and conditions of the merger.

FILE
Merger - Okal

**School Readiness Coalition
MERGER AGREEMENT**

Of

**The School Readiness Coalition of
Okaloosa County, Inc.**

And

The Walton County School Readiness Coalition, Inc.

May 26, 2004

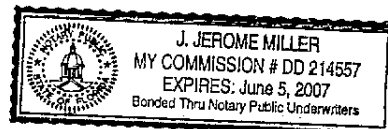
Effective Date of the Merger: June 30, 2004

State of Florida
County of Okaloosa

The undersigned Notary Public, in and for the State of
Florida, hereby certifies this instrument to be a certified
copy of the original filed 23 day of JUNE, 2004.

Notary Public

J. Jerome Miller



Background

The intent of the merger of the School Readiness Coalition of Okaloosa County, Inc. and The Walton County School Readiness Coalition, Inc. is to create a more efficient organizational structure for the administration of school readiness services, which will reduce administrative costs, facilitate more dollars for funding of 'slots' and will enhance stakeholder collaboration.

The name of the evolving Coalition is the School Readiness Coalition Serving Okaloosa and Walton Counties. It is hereinafter referred to as Coalition.

The Coalition will maintain offices at 2018 Lewis Turner Boulevard, Suite D, Fort Walton Beach, FL 32547 and an office at 171 N. 9th Street, DeFuniak Springs, FL 32438. The offices will serve any clients, but especially those clients located in geographical proximity of the office location.

I. Organizational Purpose

As defined in Chapter 411.01 F.S. and other applicable statutes, the purpose of Florida's school readiness coalitions is to implement a comprehensive program of readiness services that enhance the cognitive, social, and physical development of children.

II. Mission

The preliminary mission statement of The Coalition is as follows:

The mission of The Coalition is to promote a collaborative school readiness and early childhood service system, to deliver an integration of cognitive, social/emotional and physical development experiences that increase children's opportunities for success.

III. Vision

The vision statement of The Coalition is:

All children in Okaloosa and Walton Counties will enter school fully prepared for educational success.

IV. Geographic Area and Number Served

Geographical area of the new location will encompass all of Okaloosa and all of Walton counties. The Coalition will serve the needs of children and families deemed eligible within the two-county area. It will provide services to families as available who reside in

other coalition service areas, provided that funding from those coalitions is approved and is available.

The minimum number of children to be served is 2081 (1702 in Okaloosa County and 379 in Walton County).

V. Laws and Regulations

A variety of state and federal regulations dictate certain minimum requirements for school readiness related services. Applicable regulations include but may not be limited to the following:

A. Federal Regulations

1. Title VI - Civil Rights
2. Title IX - Education Amendment Of 1972
3. Section 504 - Rehab. Act of 1973
4. Age Discrimination Act of 1975
5. The Americans With Disabilities Act

B Florida Statutes

1. 414.1585(1)
2. 420.3015
3. 445.023
4. 411.01
5. 402.3135
6. 402.3145
7. 402.25
8. 409.178

B City and County Regulations, Florida Statutes

1. Health and safety regulations
2. Business/occupational regulations

D. FPSR, DCF, DOH, AWI, DOE and other State Agency Policies

The DCF licensing regulations and requirements will be the same for the new coalition.

VI. Support Processes

As a new organization, the Coalition will continue the planning and oversight responsibilities associated with school readiness as defined by the various state and federal funding sources, but will not be limited to these. The Coalition will manage a comprehensive program of services bases on the needs of the children of the two county area.

A. Contract Management

The Coalition will engage in procurement and contract negotiations as a single entity. Monitoring and evaluation of the Coalition's contracts and subcontracts are managed through periodic reporting at the various contract levels. Monthly expenditure and statistical reports are evaluated to ensure contract compliance. Site visits to sub-contractors are conducted by the Coalition's designated staff to spot-check compliance.

Beginning July 1, 2004, the new multi-county coalition will utilize the same contract management staff; and will utilize the same service providers. For Fiscal Year 2004-2005, the entities/agencies that are contracted through the RFP for Okaloosa County will serve both Okaloosa and Walton counties. This will include the ability to extend services of those contracts for an additional option of two individual fiscal years (2005-2006, and 2006-2007).

B. Fiscal Maintenance

The Coalition's Fiscal Agent maintains the Coalition budget and financial tracking. Financial reporting will occur based on total Coalition allocations with back-up detailing representative of each county.

For Fiscal Year 2004-2005, the agency that is contracted through the procurement process for Okaloosa County will serve both of the county areas under the Coalition. The United Way of Okaloosa and Walton Counties, Inc. is the agency selected as Fiscal Agent for 2004-05.

C. Reporting

The Coalition will continue the reporting requirements based on contractual obligations. Reporting requirements include but are not limited to the following:

1. Monthly invoices for program expenditures
2. Monthly reports of numbers of children
3. Quarterly submissions of Local Cash Match reports
4. Annual reports of administration, programs, and finances
5. Annual Independent financial audit
6. Compliance reporting
7. Ad hoc reports required by the FPSR or its designee.

VII. Governance

The Coalition must have a governing board structure reflecting the requirements of Chapter 411.01 or any new legislation that supercedes 411.01 and a clearly defined administrative structure. The Board of Directors of the two previous counties will be merged into one governing body with membership established according to 411.01.

Both counties will have designated representation for those mandated positions that are not shared by District or conterminous appointments.

It is the authority of the governing Board of Directors to manage the affairs of the Coalition as a collective body. The Coalition will develop by-laws from the by-laws of the two merged entities.

For administrative purposes, staffing is answerable to the governing board and is comprised of an Executive Director, a Coordinator, and an Administrative Assistant. As the Coalition expands its oversight responsibilities for the delivery of services, additional functions may be staffed as necessary as determined by the Board.

Staff of the Coalition will be paid through the same payroll process, as positions dictate. Employees will be hourly employees or exempt employees.

The Executive Director position will be an exempt position that will have overall responsibility to report to the Coalition as regularly as necessary the changing rules and regulations that govern the School Readiness Initiative. Oversight of programs, policies, sub-contractors, contracts and grants, and employee coordination will be included in the responsibilities of the Executive Director position.

Other employee positions will be classified according to their duties and positions. Duties will be determined by the Coalition and by the Executive Director.

A. Composition of Governing Board

Under the current school readiness legislation the new Coalition membership will be as follows --

Statute Mandated Membership:

District School Superintendent or Designee (2)

- ❖ Permanent representation from Okaloosa County and Walton County

Workforce Development Board Chair or Director (1)

- ❖ Permanent representation from the Region

Board of County Commissioners Appointee (2)

- ❖ Permanent representation from Okaloosa and Walton Counties

Department of Children and Families District Administrator or Designee (1)

- ❖ Permanent representation from DCF District

County Health Department Director or Designee

- ❖ Rotates every two years between Okaloosa and Walton Counties

Faith-based Child Care Provider Representative

- ❖ Rotates every two years between Okaloosa and Walton Counties

District School Board Appointee

- ❖ Permanent representation from Okaloosa and Walton Counties

Central Agency Administrator (1)

- ❖ Permanent representation from the Central Agency

Private Child Care Representative (2)

- ❖ Rotates every two years between Okaloosa and Walton Counties

Department of Children and Families District Administrator Appointee (1)

- ❖ Permanent representation from the DCF District

Child Care Licensing Head or designee (1)

- ❖ Permanent representation from the DCF District

Head Start Director (2)

- ❖ Permanent representation from Okaloosa and Walton Counties

The designations above yield **16** mandated placements in response to Florida Statutes.

Private Sector Membership --

The Coalition will be required to have a total of 9 private sector members of the total membership of 25 members. This will yield more than 1/3 of the membership of the Coalition from the private sector. If the number of mandatory placements is reduced, an appropriate reduction may be made in the private sector membership of the Coalition.

The respective Chambers of Commerce and Economic Development Councils will be asked to recommend for approval to the Coalition the following number of members;

Okaloosa County = 5 Representatives

Walton County = 4 Representatives

Additionally, if and when new legislation changes the structure of the Board, the Coalition will come into compliance by expanding/reducing its membership as appropriate.

B. County Readiness Advisory Council

Each county will maintain a local membership advisory council to advise the Coalition on issues relating to their specific communities. The Walton Readiness Advisory Council and the Okaloosa Readiness Advisory Council will each consist of community volunteers (including Coalition members) that will conduct periodic informal meetings in its respective geographic area. The Chair of each Readiness Advisory Council must be a member of the Coalition.

Service projects will focus on local initiatives within each county as well as some initiatives that are Coalition-wide.

VIII. Corporation Status

The Walton County School Readiness Coalition, Inc. will follow the procedure for dissolution of State of Florida Non-profit corporations. The attorney that is filing the legal papers for this merger will notify The Internal Revenue Service that the Federal Identification Number for Walton County will no longer be used. The evolving entity of both counties will operate under the federal and state identifications of The School

Readiness Coalition of Okaloosa County, Inc. The Federal Employee Identification Number (FEIN#) for the new Coalition will therefore be FEIN# 31-1745051.

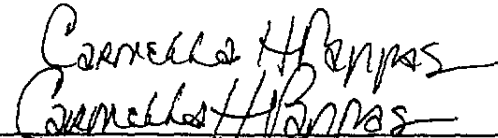
IX. Corporate Reorganization/Termination of Merger

This merger may be terminated by the action of either party prior to the effective date of this merger, without cause upon not less than thirty (30) calendar days notice in writing to the Coalition unless the parties mutually agree upon a lesser time in writing. The dissenting entity must provide a written plan to provide services to families/children impacted by the proposed termination, and that plan must be accepted by the Florida Partnership for School Readiness or its designated administrator previous to termination occurring. The dissenting entity must provide for storage of records resulting from the merger. It is the responsibility of the dissenting coalition (county) to have contracts in place prior to termination (withdrawal) of its participation in the School Readiness Coalition of Okaloosa and Walton, Inc. These contracts include, but are not limited to contracts with school readiness providers, the FPSR or its designed department within State of Florida government, the Central Agency, and the Fiscal Agent.

The dissenting coalition is also responsible for re-establishing non-profit corporate status and a federal identification number. The FEIN# (31-1745051) utilized by the merged coalition will be retained by the non-dissenting coalition (county). (The withdrawing coalition (county) is also responsible for establishing independent corporate status.)

The School Readiness Coalition of Okaloosa County, Inc. and the Walton County School Readiness Coalition, Inc., as evidenced by the signatures of the head of the respective governing boards, hereby enter into this Merger Agreement.

The effective date of this merger is June 30, 2004.


Carmella H. Pappas, Chair
School Readiness Coalition of Okaloosa County, Inc.

6/15/04
Date: 5/26/04


Marilyn Louwerens, President
Walton County School Readiness Coalition, Inc.

Date: 06-02-04