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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 30 2017

T. LEMIEUX

Merged

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MONSIGNOR EDWARD PACE HIGH SCHOOL, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas H. Courtney, Esq.

(Contact Person)

J. Patrick Fitzgerald & Associates, P.A.

(Firm/Company)

110 Merrick Way, 3B

(Address)

Coral Gables, FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Thomas H. Courtney

(Name of Contact Person)

At (305) 4439162 x 15

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

**ARTICLES OF MERGER
OF
ARCHBISHOP CURLEY NOTRE-DAME HIGH SCHOOL, INC.,
INTO MONSIGNOR EDWARD PACE HIGH SCHOOL, INC.**

FILED

2017 AUG 25 P 1:01

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 617.1105 of the Florida Statutes, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is Monsignor Edward Pace High School, Inc.

The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a domestic not-for-profit corporation, incorporated in Florida on October 11, 2000, document number N00000006756.

ARTICLE III

The name of the nonsurviving corporation is Archbishop Curley Notre-Dame High School, Inc. The state of domicile of the nonsurviving corporation is Florida. The date of incorporation of the nonsurviving corporation is October 11, 2000, document number N00000006757.

ARTICLE IV

The Plan of Merger is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows: A resolution was adopted by the Board of Directors approving the Plan of Merger and directing that the Plan of Merger be submitted to a vote of the corporate Member of the Corporation. The corporate Member of the Corporation held a meeting on August 7, 2017 at which the Plan of Merger was approved and adopted by unanimous written consent and executed in accordance with Florida Statute Sec. 617.0701.

ARTICLE VI

The manner of adoption for the nonsurviving corporation was as follows: A resolution was adopted by the Board of Directors approving the Plan of Merger and directing that the Plan of Merger be submitted to a vote of the corporate Member of the Corporation. The corporate Member of the Corporation held a meeting on August 7, 2017 at which the Plan of Merger was approved and adopted by unanimous written consent and executed in accord with Florida Statute Sec. 617.0701.

ARTICLE VII

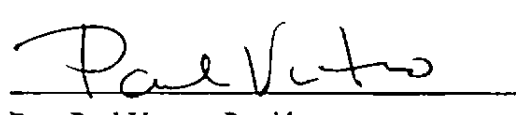
These Articles of Merger will be effective upon filing with the Secretary of State.

Archbishop Curley-Notre Dame High School, Inc.


Sister Elizabeth Worley, President

Date: August 7, 2017

Monsignor Edward Pace High School, Inc.


Rev. Paul Vuturo, President

Date: 8/7/17

EXHIBIT A

PLAN OF MERGER

This Plan is designed to set forth the terms and conditions under which Archbishop Curley-Notre Dame High School, Inc., a Florida not-for-profit corporation ("ACND") will merge into Monsignor Edward Pace High School, Inc., a Florida not-for-profit corporation ("Monsignor Pace").

WHEREAS, Monsignor Pace is a Florida not-for-profit corporation with a sole corporate Member and a Board of Directors. The corporate Member of Monsignor Pace is The Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami, and his successors in office;

WHEREAS, ACND is a Florida not-for-profit corporation with a sole corporate Member and a Board of Directors. The corporate Member of ACND is The Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami, and his successors in office;

WHEREAS, the corporations are interested in merging the two corporations in order to maintain a Secondary (High School) Catholic learning institution; and

NOW THEREFORE, IT IS AGREED AS FOLLOWS:

Monsignor Pace agrees to assume all of the assets and all of the liabilities of ACND. There shall be no assets or liabilities which are excluded from this merger. Specifically, Monsignor Pace will assume all contracts, bills, leases, invoices, accounts outstanding, accounts receivable, taxes, inventory, liens, insurance, warranties, bequests, contributions, endowments, investments, grants, scholarships and any and all other obligations, whether to be paid or to be received of ACND. ACND agrees to assign, pledge, transfer, give, bequeath or lease all of its assets and all of its liabilities to Monsignor Pace.

The parties agree that following the merger of corporations, Monsignor Pace will hold and invest the funds currently deposited at Catholic Community Foundation on behalf of the affiliated entities.

The merger shall be effective upon approval of the Board of Directors and Member(s) of each corporation and thereafter formalized with the State of Florida.

ACND shall deliver to Monsignor Pace copies of its bills, invoices, warranties, obligations, bills of sale, closing statements, notes, mortgages, guarantees and any and all other documents necessary or assistive in the operation of the ACND. ACND further agrees to cooperate and use its best efforts to effectuate the transaction as contemplated by this Plan and to do all acts and things as may be required to completely merge ACND into Monsignor Pace.