

JUN-07-02 FRI 12:09 PM

P. 01/04

# N0000000 8555

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000149400 2)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : SMITH HULSEY & BUSEY  
Account Number : 075030000653  
Phone : (904) 359-7008  
Fax Number : (904) 359-7712

RECEIVED

02 JUN -7 PM 12:19

DIVISION OF CORPORATIONS

FILED  
02 JUN -7 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

CLAY/NASSAU SCHOOL READINESS COALITION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

*Merge / NK*  
*DS*  
*6/7*  
*(5)*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BAKER/BRADFORD SCHOOL READINESS COALITION, INC., a Florida  
corporation, document number N00000008554

INTO

CLAY/NASSAU SCHOOL READINESS COALITION, INC. which changed its  
name to

**CNBB, INC.**, a Florida entity, N00000008555.

File date: June 7, 2002

Corporate Specialist: Karen Gibson

•H02000149400 2

**FILED**  
02 JUN -7 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF BAKER/BRADFORD SCHOOL READINESS COALITION, INC.  
WITH AND INTO  
CLAY/NASSAU SCHOOL READINESS COALITION, INC.**

Pursuant to the provisions of Section 617.1105 of the Florida Not for Profit Corporation Act, **BAKER/BRADFORD SCHOOL READINESS COALITION, INC.**, a Florida not for profit corporation, and **CLAY/NASSAU SCHOOL READINESS COALITION, INC.**, a Florida not for profit corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Baker/Bradford School Readiness Coalition, Inc. and Clay/Nassau School Readiness Coalition, Inc.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.

4. The Plan of Merger was approved by the Members of Baker/Bradford School Readiness Coalition, Inc. on June 4, 2002.

5. The Plan of Merger was approved by the Members of Clay/Nassau School Readiness Coalition, Inc. on June 4, 2002.

**IN WITNESS WHEREOF**, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of June 4, 2002.

**BAKER/BRADFORD SCHOOL  
READINESS COALITION, INC.**

**CLAY/NASSAU SCHOOL  
READINESS COALITION, INC.**

By: [Signature]  
Name: JACK BAKER, JR.  
Its CHAIRMAN

By: [Signature]  
Name: FUGER WILKINSON, Ed.D.  
Its Chairman

384954

H02000149400 2

H02000149400 2

**EXHIBIT A****PLAN OF MERGER**

This **PLAN OF MERGER** is entered into as of June 4, 2002, between **CLAY/NASSAU SCHOOL READINESS COALITION, INC.**, a Florida not for profit corporation, and **BAKER/BRADFORD SCHOOL READINESS COALITION, INC.**, a Florida not for profit corporation (together, hereinafter referred to as the "Constituent Corporations").

**STIPULATIONS**

A. Clay/Nassau School Readiness Coalition, Inc. is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 100 Bell Tel Way, Suite 100, Jacksonville, Florida 32216, whose Members are its Board of Directors.

B. Baker/Bradford School Readiness Coalition, Inc. is a not for profit corporation organized and existing under the laws of the State of Florida with its principal office at 100 Bell Tel Way, Suite 100, Jacksonville, Florida 32216, whose Member are its Board of Directors.

C. The Boards of Directors of the Constituent Corporations, who are their Members, deem it desirable and in the best interest of the Constituent Corporations that Baker/Bradford School Readiness Coalition, Inc. be merged with and into Clay/Nassau School Readiness Coalition, Inc., pursuant to the provisions of Sections 617.1101 et seq. of the Florida Not for Profit Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **Merger.** Baker/Bradford School Readiness Coalition, Inc. shall merge with and into Clay/Nassau School Readiness Coalition, Inc., which shall be the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of Baker/Bradford School Readiness Coalition, Inc. shall cease, and Clay/Nassau School Readiness Coalition, Inc., as the Surviving Corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Baker/Bradford School Readiness Coalition, Inc., without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of Baker/Bradford School Readiness Coalition, Inc., and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Members.** The Members of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation after the effective date of the Merger.

4. **Changes in Articles of Incorporation.** The current Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger, but shall be amended to change the name of the Surviving Corporation to "CNBB, Inc."

H02000149400 2

H02000149400 2

5. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of CNBB, Inc. shall be elected by the Boards of Directors of the Constituent Corporations from among the current members of their respective Boards of Directors and their current officers for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when Articles of Merger are filed with the Florida Department of State.

9. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date of the merger.

10. **Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers as of the day and year first above written.

**BAKER/BRADFORD SCHOOL  
READINESS COALITION, INC.**

**CLAY/NASSAU SCHOOL READINESS  
COALITION, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its \_\_\_\_\_

00384950

H02000149400 2