

# N00862

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## MERGER OR SHARE EXCHANGE

YOUNG MEN'S CHRISTIAN ASSOCIATION OF BROWARD COUNTY,

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH BROWARD  
COUNTY, INC., a Florida corp., 724360

INTO

YOUNG MEN'S CHRISTIAN ASSOCIATION OF BROWARD COUNTY,  
FLORIDA, INC., a Florida entity, N00862

File date: June 1, 2001

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>
Young Men's Christian Association of Broward County, Florida, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
The Young Men's Christian Association of South Broward County, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**

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

The plan of merger was adopted by the board of directors on May 23, 2001. The number of directors in office was 32. The vote for the plan was as follows: 18 FOR; 0 AGAINST; 14 NOT PRESENT.

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION**



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

The plan of merger was adopted by the board of directors on May 23, 2001. The number of directors in office was 21. The vote for the plan was as follows: 14 FOR; 0 AGAINST; 7 NOT PRESENT.

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name &amp; Title</u>
Young Men's Christian Association of Broward County, Florida, Inc.		Mike Jezek, Chief Executive Officer
The Young Men's Christian Association of South Broward County, Inc.		Mike Jezek, Chief Executive Officer

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## **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.

### **ARTICLE I**

The names and jurisdictions of the entities proposing to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Young Men's Christian Association of Broward County, Florida, Inc.	Florida
The Young Men's Christian Association of South Broward County, Inc.	Florida

### **ARTICLE II**

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Young Men's Christian Association of Broward County, Florida, Inc.	Florida

### **ARTICLE III**

The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
The Young Men's Christian Association of South Broward County, Inc.	Florida

### **ARTICLE IV**

The terms and conditions of the merger are as follows:

On the date Articles of Merger are filed with the Florida Department of State (the "Effective Time"), The Young Men's Christian Association of South Broward County, Inc. shall be merged with and into Young Men's Christian Association of Broward County, Florida, Inc. in accordance with the Florida Not For Profit Corporation Act, and the separate existence of The Young Men's Christian Association of South Broward County, Inc. shall cease and Young Men's Christian Association of Broward County, Florida, Inc. shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida. At the Effective Time, all property, rights, privileges, powers and franchises of The Young Men's Christian

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Association of South Broward County, Inc. shall vest in the Surviving Corporation, and all debts, liabilities and duties of The Young Men's Christian Association of South Broward County, Inc. shall become debts, liabilities and duties of the Surviving Corporation.

#### ARTICLE V

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

Article V is amended and restated in its entirety to read as follows:

#### ARTICLE V MANAGEMENT

Section 1: The affairs of the corporation shall be managed by a Board of Directors of not less than fifteen (15) nor more than forty-five (45) persons, each of whom shall be over the age of seventeen (17) years of age and possess the qualifications of membership in the association as defined in these Articles. The Board shall include a Chairperson, one or more Vice-Chairpersons, a Treasurer and a Secretary, who shall be chosen by and from the Board of Directors.

Section 2: The Board shall have and exercise all the powers necessary to direct the work and policy of the corporation in all its details. No contract, debt or obligation shall be binding on the corporation unless entered into under authority of the Board.

Section 3: The Board of Directors shall be elected at the annual meeting of the corporation, which meeting shall be held as provided in the Bylaws of the corporation. Vacancies shall be filled as prescribed in the Bylaws.

Section 4: No question of a sectarian or partisan political nature shall be acted upon or discussed in any meeting of the Board.

Article VIII is amended and restated in its entirety to read as follows:

#### ARTICLE VIII LOCATION

The corporation shall be located in Broward County, Florida.

Article XIII is deleted and restated in its entirety to read as follows:

#### ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify any present or former officer, director, branch board member, employee, or person exercising any duties of an officer, director, branch board member, or employee, to the fullest extent now or hereafter permitted by Florida law.

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## **ARTICLE VI**

**Other provisions relating to the merger are as follows:**

### **Bylaws**

At the Effective Time, the Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as compiled by the Merger Committee which shall continue in full force and effect until further altered, amended or repealed in the manner prescribed in such Bylaws.

### **Board of Directors**

At the Effective Time, the following persons shall be and hereby are designated as Class I Directors of the Association, to hold such office until January 1, 2002, or until their respective successors are earlier elected or appointed and qualified:

Lester Boggs	Mark Butler
Dan Casey	Doug Coolman
Gloria Jackson	Deborah Kerr
Greg McLaughlin	Mark Repetski
Susan King	

At the Effective Time, the following persons shall be and hereby are designated as Class II Directors of the Association, to hold such office until January 1, 2003, or until their respective successors are earlier elected or appointed and qualified:

Susan Goldstein	Jim Hartley
Rob Lochrie	Bob Ortiz
Steve Parker	Diane Sepielli
Henry Templeton	Richard Welch

At the Effective Time, the following persons shall be and hereby are designated as Class III Directors of the Association, to hold such office until January 1, 2004, or until their respective successors are earlier elected or appointed and qualified:

Roland Benson	Dick Blatner
Steve Cooney	Jeff Koch
Carleton Moore	Steve Patton
Lindsey Payne	Marta Prado
Rick Hirsch	

Accordingly, the Board of Directors, at the Effective Time, shall be constituted of those individuals designated above as Class I, Class II and Class III Directors of the Association, together with the Chairperson of each of the six (6) Branch Boards of the Association, for a total of 32 Directors.

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**Executive Committee & Officers**

At the Effective Time, the following persons shall serve as the Executive Committee of the Board of Directors of the Surviving Corporation, and, if so reflected below, as an officer of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified:

<b>Robert Lochrie</b>	<b>Executive Committee Member and Chairperson of the Board</b>
<b>Marta Prado</b>	<b>Executive Committee Member and First Vice Chairperson of the Board</b>
<b>Roland Benson</b>	<b>Executive Committee Member and Second Vice Chairperson of the Board</b>
<b>Robert Ortiz</b>	<b>Executive Committee Member</b>
<b>Mark Repetski</b>	<b>Executive Committee Member</b>
<b>Steve Patton</b>	<b>Executive Committee Member</b>
<b>Henry Templeton</b>	<b>Executive Committee Member</b>
<b>Lester Boggs</b>	<b>Executive Committee Member</b>
<b>Richard Welch</b>	<b>Executive Committee Member</b>
<b>Steve Parker</b>	<b>Executive Committee Member</b>
<b>Mike Jezek</b>	<b>President, Chief Executive Officer and Ex Officio Executive Committee Member (non-voting)</b>

It is the expressed intention of the Board that the above-stated Chairperson serve in such office for a term ending on December 31, 2001, whereupon the above-stated First Vice Chairperson shall commence a one-year term as Chairperson, with the above-stated Second Vice Chairperson serving a one-year term as First Vice Chairperson. Upon the expiration of such one-year term, the then-Chairperson (the former First Vice Chairperson identified above) shall retire, and the then-First Vice Chairperson (the former Second Vice Chairperson identified above) shall serve a one-year term in the capacity of Chairperson.

**Use of Cash and Cash Equivalents**

On a going forward basis after the Effective Time, the amount of cash and cash equivalents held by The Young Men's Christian Association of South Broward County, Inc. as of the Effective Time, which for purposes hereof is acknowledged and agreed to be in the amount of \$644,171.16 (subject to confirmation by an audit for the period ending June 30, 2001), shall be allocated for capital issues and financial needs of The Young Men's Christian Association of South Broward County, Inc., as such entity was constituted prior to the Effective Time.

On a going forward basis after the Effective Time, the amount of cash and cash equivalents held by the Young Men's Christian Association of Broward County, Florida, Inc. as of the Effective Time, which for purposes hereof is acknowledged and agreed to be in the amount of \$1,450,069.00 (subject to confirmation by an audit for the period ending June 30, 2001), shall be allocated for capital issues and financial needs of the Young Men's Christian Association of Broward County, Florida, Inc., as such entity was constituted prior to the Effective Time.

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