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DIVISION OF CORPORATION

04 JUN 30 PM 12:33

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2004 JUN 30 PM 12:43

SECRETARY OF STATE
DIVISION OF CORPORATION

EFFECTIVE DATE

7-1-04

Merger / name change

NFS

1-30-04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

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

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Gary V. Perko

(Name of person)

Hopping Green & Sams

(Name of firm/company)

Post Office Box 6526

(Address)

Tallahassee, Florida 32314

(City/state and zip code)

For further information concerning this matter, please call:

Chris Duggan

(Name of person)

At (850) 414-6085, Ext. 201

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on June 15, 2004.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
14 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on June 10, 2004. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 10 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

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:

Name

Jurisdiction

The Leon School Readiness Coalition, Inc.

Florida

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

Name

Jurisdiction

Gadsden County School Readiness Coalition, Inc.

Florida

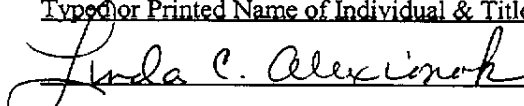
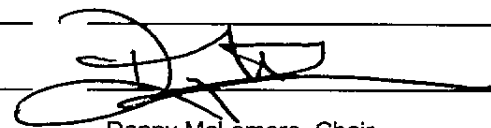
The terms and conditions of the merger are as follows:

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

The merger shall effect a change in Article I - "Name of Corporation" of the surviving corporation's Articles of Incorporation such that it will provide "The name of the corporation is Leon School Readiness Coalition, Inc. - Leon/Gadsden Partnership".

Other provisions relating to the merger are as follows:

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
The Leon School Readiness		
Coalition, Inc.		Linda Alexionok, Chair
Gadsden County School Readiness		
Coalition, Inc.		Danny McLemore, Chair



325 John Knox Road
Building F-140
Tallahassee, FL 32303
Phone: 850.414.6085 x211
Fax: 850.413.0815



Merger Plan Agreement between the The Leon School Readiness Coalition, Inc. and Gadsden County School Readiness Coalition, Inc.

This document outlines the Merger Plan Agreement between The Leon School Readiness Coalition, Inc. and the Gadsden County School Readiness Coalition, Inc. A Notice of Intent to Merge, dated April 20, 2004, has been filed with the Florida Partnership for School Readiness (see Attachment for copy of letter), as required. The two coalitions agree to form the multi-county coalition with mutual respect for each other and commitment to the mission of each Coalition.

1. Name of the multi-county Coalition

The name of the multi-county Coalition is the Leon School Readiness Coalition, Inc. - Leon/Gadsden Partnership. The FEID to be used for the multi-county Coalition will be 59-3743672.

2. Mission Statement

The new mission statement of the Coalition will be determined during the strategic planning process.

The current mission statements of each county are:

Leon Mission

The mission of this Coalition is to provide community leadership and support for families with young children and to the providers of school readiness services.

Gadsden Mission

Prepare all children (ages newborn to five) for kindergarten by meeting all their needs.

3. Vision Statement

The new vision statement of the Coalition will be determined during the strategic planning process.

The current vision statements of each county are:

Leon Vision

This Coalition's vision is to support a family-focused and accessible early education program through a caring community that provides ample resources to prepare all children for success in school and life.

Gadsden Vision

All children enter school ready to learn.

3. Geographic Location

The geographic location for the Coalition will contain all of Leon and Gadsden counties.

4. Projected minimum number of children to be served

For Fiscal Year 2004-05, the budgeted direct child care allocation must not be less than what was expended in the FY 2003-04 for direct child care per county. Each county will have the authority to decide the percentage of the budget to be spent on direct child care, not less than what was expended in the previous year. The projected number of children to be served will be calculated by the Florida Partnership's formula as provided in the Grant Award to the Coalition.

5. Federal, state or local laws or regulations

The Coalition will continue to comply with all applicable current federal, state and local laws or regulations.

6. Board membership structure

The multi-county Coalition membership will be comprised of a 50-50 representation from each county for the eighteen appointed positions and rotated membership for the five designated positions.

7. Multi-County Coalition Plan and Operational Delivery System

The multi-county Coalition Plan will be submitted to the Florida Partnership for School Readiness 60 working days after the effective date of the Articles of Merger. Until receipt of the final approval, each Coalition's current plan will be in effect.

The administrative services are already shared and will continue with business as usual.

The newly-appointed Board members will establish a strategic and organizational plan, and bylaws to address the following issues:

- decision making process
- service delivery structure
- organization chart
- committee structure, duties and responsibilities
- core business activities to be performed by Coalition and/or competitively procured

8. Corporate Structure

The Leon Coalition's Articles of Incorporation will be amended to show the joining of Leon and Gadsden into one multi-county Coalition. Accordingly, the Leon Coalition's FEID number will be utilized for the multi-county Coalition.

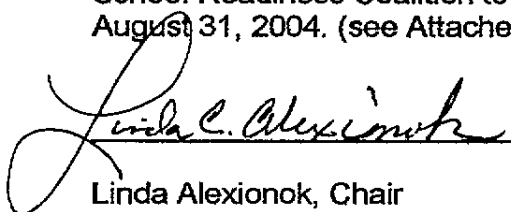
9. Merger Termination

Corporate reorganization may be achieved in the event of a Merger termination by creating a six month timeline, with a written letter of termination that will highlight the responsibilities of each county.

10. Cost Allocation

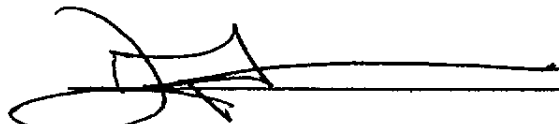
The multi-county Coalition's funding, with specific programmatic expenditures determined by each Coalition, will be combined into one budget with expenses allocated to specific line items. The new cost allocation plan will be submitted to the Florida Partnership for School Readiness for approval no later than 60 working days after the effective date of the Articles of Merger. Until receipt of the final approval, each Coalition's current plan will be in effect.

It is the intent of The Leon School Readiness Coalition and the Gadsden County School Readiness Coalition to be joined into a multi-county coalition no later than August 31, 2004. (see Attached Transition Timeline for details).



Linda Alexionok, Chair

The Leon School Readiness
Coalition, Inc.



Danny McLemore, Chair

Gadsden County School Readiness
Coalition, Inc.



325 John Knox Road
Building F-140
Tallahassee, FL 32303
Phone: 850.414.6085 x211
Fax: 850.413.0815



April 20th, 2004

Florida Partnership for School Readiness
Attention: Ms. Gladys Wilson
600 South Calhoun Street, Suite 251
P.O. Box 7416
Tallahassee, Florida 32314-7416

Dear Ms. Wilson:

Please consider this a Notice of Intent for the Leon and Gadsden School Readiness Coalitions to merge into a single coalition. In the next few weeks, as the counties meet jointly, we will create the following documents for presentation to the Florida Partnership for School Readiness for approval:

- Formal Letter of Request to Merge
- Merger agreement, signed by the chairs of each coalition represented in the merger
- Cost Allocation plan
- Documentation from each coalition supporting the merger

Please contact me to provide a deadline for receipt of the documents above, for timely placement on the Florida Partnership for School Readiness agenda for approval. Thank you in advance for your assistance in this regard. Please feel free to contact me at (850) 414-6085 ext. 211, if you have questions or require additional information.

Sincerely,

Chris Duggan
Executive Director

Merger of Leon and Gadsden School Readiness Coalitions - Timeline

	Jun-04	Jul-04	Aug-04	Sep-04	Oct-04	Nov-04	Dec-04
Merger Agreement	▲	no later than					
Articles of Incorporation	▲	no later than					
New Board Establishment	▲	no later than					
Vision & Mission Statement			no later than ▲				
Bylaws			no later than ▲				
Coalition Plan			▲	no later than			
Cost Allocation Plan			▲	no later than			

▲ = Project Milestone