

NO1000002659

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

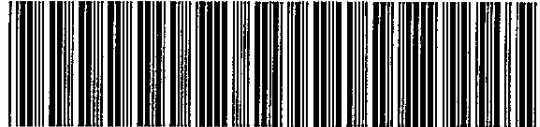
(Document Number)



Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000057301060

*merger nc
T. Lewis*

FILED
05 SEP 13 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/18/05--01064--001 **70.00

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Early Learning Coalition of Citrus and Sumter Counties, Inc.
[to be known after the merger as: Early Learning Coalition
of the Nature Coast, Inc.]

The enclosed merger and fee are submitted for filing .

Please return all correspondence concerning this matter to following:

James A. Neal, Jr.
James A. Neal, Jr., P.A.
213 Courthouse Square
Inverness, FL 34450

For further information concerning this matter, please call:

James A. Neal, Jr. at (352) 726-1116

[X] 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 Street
Tallahassee, FL 32399

James A. Neal, Jr., P.A.

ATTORNEY AT LAW
213 COURTHOUSE SQUARE
INVERNESS, FLORIDA 34450

BUSINESS LAW
GOVERNMENTAL LAW
CIVIL TRIAL PRACTICE
PERSONAL INJURY
REAL ESTATE

(352) 726-1116
FAX (352) 726-1108
e-mail:
nealjpa@earthlink.net

September 26, 2005

Certified Mail #:7003 1010 0000 7977 0798

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

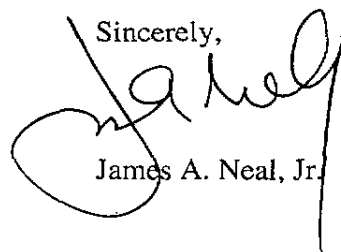
RE: Early Learning Coalition of Citrus and Sumter Counties, Inc.
Ref. #:N01000002659

Dear Sir or Madam:

Pursuant to your July 20, 2005 correspondence, enclosed herewith is an original and a copy of Articles of Merger.

Please file the original of the enclosed Articles of Merger for the above-named corporation and return a stamped copy to the undersigned in the enclosed self-addressed/stamped envelope. Your prompt attention to this matter is appreciated.

Sincerely,



James A. Neal, Jr.

JAN/cr

Enclosure: cc of July 20, 2005 letter
original and copy of Articles of Merger



JUL 28 2005

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 20, 2005

JAMES A. NEAL JR., P.A.
213 COURTHOUSE SQUARE
INVERNESS, FL 34450

SUBJECT: EARLY LEARNING COALITION OF CITRUS AND SUMTER
COUNTIES, INC.
Ref. Number: N01000002659

We have received your document for EARLY LEARNING COALITION OF CITRUS AND SUMTER COUNTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign non profit corporation are filed pursuant to section 617.1105, Florida Statutes. A merger form is enclosed.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

THERE IS NOWHERE STATING WHICH CORPORATION IS SURVIVING THE MERGER. IT MUST BE STATED THAT THE SURVIVING CORPORATION WILL HAVE A NAME CHANGE UPON COMPLETION OF THE MERGER AND THAT THE ARTICLES OF INCORPORATION WILL BE THE ARTICLES ATTACHED.

ON THE NEW ARTICLES OF INCORPORATION, THE NEW REGISTERED AGENT MUST SIGN ACCEPTING THE DESIGNATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 805A00047681

RECEIVED
SEP 23 2005
DIVISION OF CORPORATIONS

James A. Neal, Jr., P.A.

ATTORNEY AT LAW

213 COURTHOUSE SQUARE
INVERNESS, FLORIDA 34450

BUSINESS LAW
GOVERNMENTAL LAW
CIVIL TRIAL PRACTICE
PERSONAL INJURY
REAL ESTATE

(352) 726-1116
FAX (352) 726-1108
e-mail:
nealjpa@earthlink.net

July 13, 2005

Certified Mail #:7003 1010 0000 7977 0484

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Merger- Early Learning Coalition of Citrus and Sumter Counties, Inc.
and Dixie Gilchrist Levy School Readiness Coalition

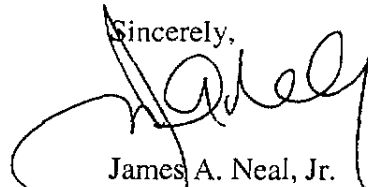
Dear Sir or Madam:

Enclosed please find Articles of Merger for the Early Learning Coalition of the Nature Coast, Inc.

I am enclosing herewith a check in the amount of \$70.00 which I understand is the fee for filing the Articles of Merger. Please return a date stamped copy to me in the enclosed self-addressed stamped envelope.

Thank you.

Sincerely,



James A. Neal, Jr.

JAN/cr

Enclosures: Original and one copy of Articles of Merger
Self-Addressed Stamped Envelope
Check # 6386 in the amount of \$70.00

cc w/ enclosures: Beth Antrim, Esq.
Sonya Bosanko

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
05 SEP 13 PM 12:04
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
-------------	---------------------	---

Early Learning Coalition of Citrus and Sumter Counties, Inc.	Florida	N01000002659
---	---------	--------------

[To be known after the merger as: Early Learning Coalition
of the Nature Coast, Inc.]

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
-------------	---------------------	---

Early Learning Coalition of Citrus and Sumter Counties, Inc.	Florida	N01000002659
---	---------	--------------

Dixie-Gilchrist-Levy County School Readiness Coalition, Inc.	Florida	N02000003023
---	---------	--------------

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(Complete only one section)

SECTION I

The plan or merger was adopted by the members of the surviving corporation on June 8, 2005. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 8 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 February 22, 2005. 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

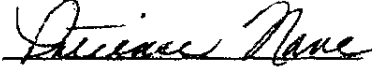

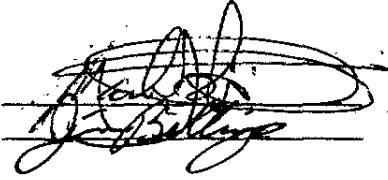
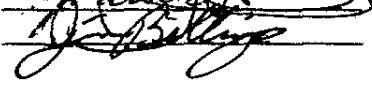
(CHECK IF APPLICABLE) [☐] The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Type or Printed Name of Individual & Title</u>
Early Learning Coalition of Citrus and Sumter Counties, Inc.		Patience Nave- Chair
		Carroll Cave- Secretary
Dixie-Gilchrist-Levy County School Readiness Coalition, Inc.		Mark Williams, Chair
		Jim Billings, Vice Chair

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>
Early Learning Coalition of Citrus and Sumter Counties, Inc. [to be known after the merger as: Early Learning Coalition of the Nature Coast, Inc.]	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Early Learning Coalition of Citrus and Sumter Counties, Inc.	Florida

Dixie-Gilchrist-Levy County School Readiness Coalition, Inc.	Florida
---	---------

The terms and conditions of the merger are as follows:

Dixie-Gilchrist-Levy County School Readiness Coalition, Inc. shall merge with Early Learning Coalition of Citrus and Sumter Counties, Inc., and Early Learning Coalition of Citrus and Sumter Counties, Inc shall thereafter be the surviving corporation responsible to implement the School Readiness Act [Chapter 411, Florida Statutes] and the Voluntary Prekindergarten Education Program [chapter 1003, Florida Statutes] throughout Citrus, Dixie, Gilchrist, Levy and Sumter Counties.

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

The following provision of the Articles of Incorporation of EARLY LEARNING COALITION OF CITRUS AND SUMTER COUNTIES, INC., filed in Florida on 4/11/2001 (Document #N01000002659), be and it hereby is amended in the following particulars:

Article I. Name. Be and it hereby is amended to read as follows:

"The name of the corporation is: EARLY LEARNING COALITION OF THE NATURE COAST, INC."

Article III. Purpose Be and it hereby is amended to read as follows:

This corporation is organized to implement the "School Readiness Act" F.S. 411 and the "Voluntary Prekindergarten Education Program" Part 5 s.1003 F.S. in Citrus, Dixie, Gilchrist, Levy, and Sumter Counties Florida and exclusively for charitable, educational, literary and scientific purposes, including, for such purposes, the making of distribution to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Additionally, the objects and purposes for which the corporation is organized are:

1. To insure that no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).
2. To insure that no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
3. To insure that no part of the activities of the corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office nor shall any director, officer or member involve the corporation in any political, partisan or sectarian issue or question.
4. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code or the regulations issued thereunder.
5. In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code or corresponding sections of any prior or future Code or to the Federal, State, or local government for exclusive public purpose or other applicable code provisions relating thereto.

Article V. Membership Be and it hereby is amended to read as follows:

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members shall be set forth in the Bylaws. Each member or

employee of the coalition shall be governed by s.768.28. Each member of this coalition is subject to ss. 112.313, 112.3135, and 112.3143.

Article IX. Members

Be and it hereby is amended to read as follows:

The names and addresses of the initial members of this corporation are as follows:

1. Fredric G. Clark, Post Office Box 190, Crystal River, FL 34423-0290
2. Kim Cloud, 285 N. Hendrick Avenue, Lecanto, FL 34461
3. Lisa Dwyer, 28 N.W. Highway 19, Crystal River, FL 34429
4. Jackie Evans, 6134 W. Pinedale Circle, Crystal River, FL 34429
5. Linda Foy, 1601 N.E. 25th Avenue, Suite 900, Ocala, FL 34470
6. Jo Geib, 639 N.E. 1st Street, Crystal River, FL 34429
7. Thelma Griffith, 1601 N.E. 25th Avenue, Suite 900, Ocala, FL 34470
8. Patrick Howard, 1601 W. Gulf Atlantic Hwy., Wildwood, FL 34785
9. Rick Jensen, 28 N.W. Highway 19, Crystal River, FL 34429
10. Karen Johnson, 2315 N. Highway 41, Inverness, FL 34450
11. Julian "Pete" Kelly, 1007 W. Main Street, Inverness, FL 34450
12. Katie Lucas, 8021 W. Gulf to Lake Highway, Crystal River, FL 34429
13. Patience Nave, 1007 W. Main Street, Inverness, FL 34450
14. Marybeth Nayfield, 3700 W. Sovereign Pat, Lecanto, FL 34461
15. Vicki Phillips, 111 W. Main Street, Inverness, FL 34450
16. Rusty Skinner, 2300 S.E. 17th Street, Suite 1000, Ocala, FL 34471
17. Sandra Tyre, 1075 N. Citrus Avenue, Crystal River, FL 34429
18. Rob Wardlow, 450 Pleasant Grove Road, Inverness, FL 34452
19. Tony Whited, 2315 Hwy. 41 N., Inverness, FL 34453
20. Tony Wiesen, 6895 W. Appian Street, Homosassa, FL 34446

Additional members may from time to time be elected and admitted to membership of the corporation in accordance with the provisions of the Bylaws of the corporation.

Roberts Rules of Order, Newly Revised, shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Coalition and any special rules of order the Coalition may adopt.

Article XIII Amendment of Articles of Incorporation

The Articles of Incorporation of the corporation may be made, altered, or rescinded from time to time in whole or in part by a majority vote of members of this corporation present at any meeting of the members duly called and convened; provided, however, that a quorum is present at the meeting of the members and notice of the proposed action with respect to the Articles of Incorporation shall have been mailed to all members at least ten (10) days before the meeting. All actions, including, but not limited

to, Amendment of Articles of Incorporation, required to be taken at any meeting of the members may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future. The Articles of Incorporation are a part of the Coalition's early learning plan. Any amendment to them constitutes an amendment to the plan.

Other provisions relating to the merger are as follows: The proposed Bylaws and Policies and Procedures for the Early Learning Coalition of the Nature Coast, Inc. approved by both boards in March 2005, and on file in the corporate office, shall be the bylaws and policies and procedures of the surviving corporation.

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Early Learning Coalition of Citrus and Sumter Counties, Inc. to be known after its merger with Dixie-Gilchrist-Levy County School Readiness Coalition, Inc. as **Early Learning Coalition of the Nature Coast, Inc.**

2. The name and address of the registered agent and office is:

**Sonya Bosanko
1564 North Meadowcrest Blvd.
Crystal River, FL 34429**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.**

By: 

**Sonya Bosanko
Registered Agent**

Date: August 26, 2005.