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MERGER OR SHARE EXCHANGE

United Way of Tampa Bay, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF**

**UNITED WAY OF SARASOTA COUNTY, INC.,  
a Florida not for profit corporation  
Doc #702977**

**with and into**

**UNITED WAY OF TAMPA BAY, INC.,  
a Florida not for profit corporation  
Doc #N01000003742**

*EFFECTIVE DATE  
7/1/12*

Pursuant to Florida Statutes  
Sections 617.1103 and 617.1105

Pursuant to Sections 617.1103 and 617.1105 of the Florida Statutes, these Articles of Merger provide as follows:

**ARTICLE I**

**State of Organization; Surviving Entity**

The name and state of organization of each of the constituent entities of the merger is as follows:

Name	State of Organization
United Way of Sarasota County, Inc.	Florida
United Way of Tampa Bay, Inc.	Florida

United Way of Tampa Bay, Inc., a Florida not for profit corporation, shall be the surviving entity.

**ARTICLE II**

**Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III**  
**Approval of the Plan**

United Way of Sarasota County, Inc. does not have any members. Accordingly, pursuant to Section 617.1103(1)(b) of the Florida Statutes, the board of directors of United Way of Sarasota County, Inc. approved and adopted the Agreement and Plan of Merger at a meeting held on June 7, 2012. Of the 16 total number of directors in office on such date, 10 directors voted to approve the merger, which number was sufficient for approval.

United Way of Tampa Bay, Inc. does not have any members. Accordingly, pursuant to Section 617.1103(1)(b) of the Florida Statutes, the board of directors of United Way of Tampa Bay, Inc. approved and adopted the Agreement and Plan of Merger at a meeting held on June 19, 2012. Of the 24 total number of directors in office on such date, 17 directors voted to approve the merger, which number was sufficient for approval.

**ARTICLE IV**  
**Effective Time**

These Articles of Merger shall become effective on: July 1, 2012, at 12:01 a.m. Eastern Daylight Time.


**ARTICLE V**  
**Name of Surviving Entity**

The name of the Surviving Entity shall be "United Way of Tampa Bay, Inc." as provided in the Agreement and Plan of Merger.

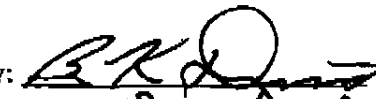
[Signatures on Next Page]

IN WITNESS WHEREOF, the undersigned authorized representatives of the constituent organizations have caused these Articles of Merger to be executed this 29<sup>th</sup> day of June, 2012.

UNITED WAY OF SARASOTA COUNTY, INC.,  
a Florida not for profit corporation

By:   
Name: Kimberly Hopper  
Title: Board Chair

UNITED WAY OF TAMPA BAY, INC.,  
a Florida not for profit corporation

By:   
Name: Brian Deming  
Title: Board Chair

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**EXHIBIT A**

**PLAN OF MERGER**

### **PLAN OF MERGER**


**THIS PLAN OF MERGER** (this "**Plan**") is entered into as of June 29, 2012, by and between **UNITED WAY OF TAMPA BAY, INC.**, a Florida not for profit corporation ("**Tampa Bay**") and **UNITED WAY OF SARASOTA COUNTY, INC.**, a Florida not for profit corporation ("**Sarasota**").

1. **Effective Date of the Merger.** The Merger shall be effective as of July 1, 2012 (the "**Effective Date**").
2. **The Merger.** Subject to the terms and conditions of this Plan and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "**Act**"), at the **Effective Date**, Sarasota shall be merged with and into Tampa Bay. As a result of the Merger, the separate corporate existence of Sarasota shall cease, and Tampa Bay shall continue (a) as the surviving corporation (the "**Surviving Corporation**") and (b) to be governed by the Act.
3. **Name.** The name of the Surviving Corporation as of the **Effective Date** will be "United Way of Tampa Bay, Inc."
4. **Articles of Incorporation.** Commencing as of the **Effective Date**, the Amended and Restated Articles of Incorporation attached to this Plan as **Attachment A** shall be the articles of incorporation of the Surviving Corporation except as such Amended and Restated Articles of Incorporation may be amended from time to time.

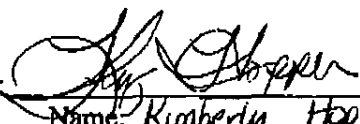
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This Plan has been executed and delivered by the Parties as of the date set forth in the opening paragraph of this Plan.

**UNITED WAY OF TAMPA BAY, INC.,**  
a Florida not for profit corporation

  
Name: Brian Deming  
Title: Board Chair

**UNITED WAY OF SARASOTA COUNTY,**  
INC., a Florida not for profit corporation

By:   
Name: Kimberly Hopper  
Title: Board Chair

**ATTACHMENT A**

**Amended and Restated Articles of Incorporation**

(Attached)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
UNITED WAY OF TAMPA BAY, INC.**

These Amended and Restated Articles of Incorporation of UNITED WAY SUNCOAST, INC., a Florida not for profit corporation (the "Corporation"), dated as of July 1, 2012, are being duly executed and filed by Diana Baker, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on May 30, 2001. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**Article I – Name**

The name of the Corporation shall be **UNITED WAY SUNCOAST, INC.**

**Article II – Principal Office**

The principal office and mailing address of the Corporation shall be: 5201 West Kennedy Boulevard, Suite 600, Tampa, Florida 33609.

**Article III – Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to improving lives and create lasting community change by mobilizing the caring people in the communities served by the Corporation.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

**Article IV –Members**

The members of the Corporation, and the rights of such members, shall be as set forth in the bylaws of the Corporation. The members shall not have the right to take action by written consent. .

**Article V – Manner of Election of Directors**

The method of election of directors shall be as stated in the bylaws of the Corporation.

#### **Article VI—Limitations on Powers**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions and grants in furtherance of the purposes of the Corporation set forth herein.

B. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation.

C. None of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### **Article VII—Registered Office and Agent**

The street address of the registered office of the Corporation is 5201 West Kennedy Boulevard, Suite 600, Tampa, Florida 33609, and the name of its registered agent at such address is Diana Baker.

#### **Article VIII—Dissolution**

Upon dissolution of the Corporation, other than an administrative dissolution as to which the Corporation is reinstated, the Corporation's net assets will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Code.

#### **Article IX—Amendments**

Amendments to these Amended and Restated Articles of Incorporation may be adopted by a vote of not less than two-thirds (2/3) of the entire Board of Directors of the Corporation.

#### **Article VI—Limitations on Powers**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions and grants in furtherance of the purposes of the Corporation set forth herein.

B. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation.

C. None of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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#### **Article IX—Amendments**

Amendments to these Amended and Restated Articles of Incorporation may be adopted by a vote of not less than two-thirds (2/3) of the entire Board of Directors of the Corporation.


**CERTIFICATE**

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of United Way Suncoast, Inc.: (1) were approved by the Board of Directors on June 19, 2012, because the Corporation has no members until after the approval of these Amended and Restated Articles of Incorporation, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 29th day of June, 2012.

**UNITED WAY SUNCOAST, INC.**

By:

  
Name: Brian Deming  
Title: Board Chair