

NO1000003887

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-06/08/01--01083--001
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Fighting The World Foundation of South Florida, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

01 JUN -8 PM 1:47
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

merger

& PAYEE

JUN 12 2001

Examiner's Initials

OK KB

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIGHTING THE WORLD FOUNDATION OF SOUTH FLORIDA, INC., a Florida
corp., P00000048247.

INTO

SIGHTING THE WORLD FOUNDATION, INC., a Florida entity, N01000003887.

File date: June 12, 2001

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 2001

Spiegel & Utrera, P.A.

Coral Gables, FL

SUBJECT: SIGHTING THE WORLD FOUNDATION, INC.
Ref. Number: N01000003887

We have received your document for SIGHTING THE WORLD FOUNDATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

None of the dates have been filled in.

On the nonprofit, if adopted by the board of directors, 617.1105 requires the number of directors in office and the vote for the plan.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 001A00035586

**ARTICLES OF MERGER
OF
SIGHTING THE WORLD FOUNDATION OF
SOUTH FLORIDA, INC.
a Florida Profit corporation
into
SIGHTING THE WORLD FOUNDATION, INC.,
a Florida Non-Profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **SIGHTING THE WORLD FOUNDATION, INC.,** a Florida Non-Profit corporation ("Surviving Corporation") and **SIGHTING THE WORLD FOUNDATION OF SOUTH FLORIDA,** a Florida Profit corporation ("Nonsurviving Corporation").

Pursuant to §607.1105, §607.1108, §617.1101 and §617.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

ARTICLE - 1

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**SIGHTING THE WORLD FOUNDATION, INC.,
a Florida Non-Profit corporation**

ARTICLE - 2

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on June 5, 2001.

ARTICLE - 3

The name of the Nonsurviving corporation is:

**SIGHTING THE WORLD FOUNDATION OF SOUTH FLORIDA, INC.,
a Florida Profit corporation**

ARTICLE - 4

The state of domicile of the Nonsurviving corporation is the State of Florida and the date of incorporation of the Nonsurviving corporation is May 16, 2000.

ARTICLE - 5

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation, the Board of Directors is composed of three Directors, and all three Directors voted approving the Plan of Merger and the Articles of Merger. The Plan of Merger was dated the 5 day of June, 2001 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation of the 5 day of June, 2001 since Member approval of the Plan of Merger is not required by

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the Members of the Surviving corporation pursuant to §617.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation of the 5 day of June, 2001 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Nonsurviving corporation, pursuant to §617.1103(7)/§617.1103(1).

ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation (hereinafter the "Merger").

ARTICLE - 7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 9245 Southwest 142 Street, Miami, Florida 33176 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

ARTICLE - 8

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost to any Shareholder of any such merging corporation.

ARTICLE - 9

Pursuant to §607.1105(1)(b) and §607.1105(4) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 5 day of June, 2001.

**SIGHTING THE WORLD FOUNDATION,
INC., a Florida Non-Profit corporation**

By: Kathleen Swift
President

Kathleen Swift

By: Kathy J. Wahlers
Secretary

Kathy J. Wahlers

**SIGHTING THE WORLD FOUNDATION OF
SOUTH FLORIDA, INC., a Florida Profit
corporation**

By: Kathleen Swift
President

Kathleen Swift

By: Kathy J. Wahlers
Secretary

Kathy J. Wahlers

PLAN OF MERGER

Merger between **SIGHTING THE WORLD FOUNDATION, INC., a Florida Non-Profit corporation** (the "Surviving Corp.") and **SIGHTING THE WORLD FOUNDATION OF SOUTH FLORIDA, INC., a Florida Profit corporation** (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §607.1101, §607.1107 and §607.1108, *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Conversion of Shares of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into cash and exchanged for a Member's donation to the Surviving Corp. in accordance with this Plan. The Surviving Corp. shall have no capital stock and shall be composed of Members rather than Shareholders. The Disappearing Corp.'s Shareholders, upon the effective date, shall become a Member of the Surviving Corp. upon the conversion.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Disappearing Corp.'s stock, which shall have been converted into cash and become exchanged pursuant to this Plan shall be deemed to have been paid in full satisfaction of such conversion.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles as specified herein.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders or Members of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders or Members of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 5 day of June, 2001.

**SIGHTING THE WORLD FOUNDATION,
INC., a Florida Non-Profit corporation**

By: Kathleen Swift
President
Kathleen Swift

By: Kathy J. Wahlers
Secretary

Kathy J. Wahlers

**SIGHTING THE WORLD FOUNDATION OF
SOUTH FLORIDA, INC., a Florida Profit
corporation**

By: Kathleen Swift
President
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Secretary

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