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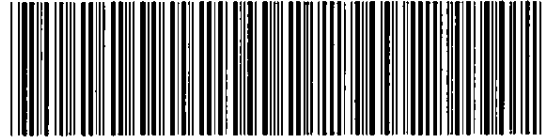
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S. CHATHAM

JUN 30 2025

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2025 JUN 30 PM 12:25  
TALLAHASSEE, FL

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Friends of Florida History, Inc.  
\_\_\_\_\_  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jon Morris

\_\_\_\_\_  
(Contact Person)

Department of State

\_\_\_\_\_  
(Firm/Company)

500 S. Bronough Street

\_\_\_\_\_  
(Address)

Tallahassee, FL 32399

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Jon Morris

\_\_\_\_\_  
(Name of Contact Person)

At ( 850 ) 245 6515

\_\_\_\_\_  
(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

# 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>	<u>Document Number</u> (If known/ applicable)
Friends of Florida History, Inc.	Florida	N01000007693
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Friends of the Museums of Florida History I	Florida	N01000008742
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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** 07 / 01 / 2025 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*(Attach additional sheets if necessary)*

**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 \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ 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 June 26, 2025. The number of directors in office was <sup>3</sup> \_\_\_\_\_. The vote for the plan was as follows: <sup>3</sup> \_\_\_\_\_ FOR <sup>0</sup> \_\_\_\_\_ 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 \_\_\_\_\_. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ 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 June 24, 2025. The number of directors in office was <sup>4</sup> \_\_\_\_\_. The vote for the plan was as follows: <sup>4</sup> \_\_\_\_\_ FOR <sup>0</sup> \_\_\_\_\_ AGAINST

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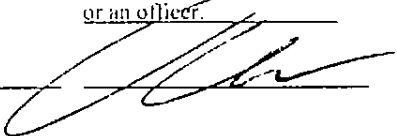
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

Friends of the Museums of Florida



Andrew Collins, Chair

History, Inc.

Friends of Florida History, Inc.



Don Slesnick, Chair

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NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

## 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
<i>Friends of Florida History, Inc.</i>	Florida

The name and jurisdiction of the merging corporation:

Name	Jurisdiction
<i>Friends of the Museums of Florida History, Inc.</i>	Florida

### Statement of Reasons for Merger

Each corporate party to this Plan of Merger is a Florida not for profit corporation currently in existence and in active standing. The parties to the Plan of Merger believe it makes business sense and better serves the citizens of the State of Florida to have Friends of the Museums of Florida History, Inc., (hereinafter the "merging corporation") to merge into Friends of Florida History, Inc., (hereinafter the "surviving corporation").

The parties to this Plan of Merger desire to accomplish the following, which is not all inclusive: 1) to simplify the maintenance of business records, financial accounts, and administrative functions; 2) to effectuate cost savings in such areas as accounting fees, statutory filing and reporting fees, bank charges, and other administrative costs; 3) to simplify tax return filings; and 4) to better effectuate the purposes for which these organizations were formed.

### Terms and Conditions of the Merger

The terms and conditions of the merger are as follows:

**(1) Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, Friends of the Museums of Florida History, Inc. will merge into and become a part of Friends of Florida History, Inc. as the surviving corporation. Upon the effective date of the merger, the separate corporate existence of Friends of the Museums of Florida History, Inc. shall cease. The effective date for the merger is July 1, 2025.

**(2) Membership.** All of the current members in good standing of the merging corporation shall become members in good standing of the surviving corporation.

**(3) Changes to Articles of Incorporation.** The merger will result in the following changes to the Articles of Incorporation for the surviving corporation:

Article I. Name and Principal Address. (No changes).

Article II. Terms of Existence. (No changes).

Article III. Incorporator. (No changes).

Article IV. Purpose. The text of Article IV is revised as follows:

1. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of the Department of State, Division of Historical Resources (Division), or individual program units of the Division.

2. This corporation is organized and shall operate exclusively to solicit, receive, hold, invest, and administer property, and, subject to the approval of the Department of State, make expenditures to provide assistance, funding, and promotional support for the archaeology, historic sites, museums, and historic preservation programs of the Division (including, but not limited to, Mission San Luis, The Grove Museum, Florida Main Street, Museum of Florida History, Knott House Museum, Governor John W. Martin House, and Union Bank Museum) in a manner consistent with the policies and goals of the Department in accordance with Chapter 267, *Florida Statutes*. The funds related to the museums, sites, and program areas listed herein shall remain in dedicated accounts for the exclusive uses for the purposes for which they were received.

3. The corporation shall receive, hold, invest, and administer the John Charles Knott Endowment and the James R. Knott Endowment exclusively for the benefit of the Knott House Museum and make expenditures for the interpretation, maintenance, and upkeep of the Knott House in a manner consistent with the terms of the above-named endowments and with the policies and goals of the Department.

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4. The corporation shall receive, hold, invest, and administer the Cultural Endowment Fund (END-13966) exclusively for the benefit of the Museum of Florida History and Knott House Museum in accordance with endowment guidelines.

5. The corporation shall hold, invest, and administer the Cultural Endowment Fund (END-14519) exclusively for the benefit of the Mission San Luis and any lawful purposes set forth in the cultural endowment agreement and guidelines.

6. The corporation may develop and provide merchandise, including but not limited to books, cards, postcards, souvenirs, toys, and jewelry, for the gift shops at the Museum of Florida History, Mission San Luis, Florida State Capitol, Florida Historic Capitol Museum, and other locations deemed appropriate by the corporation and the Department of State and may operate gift shops in accordance with the policies and goals of the Department.

7. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986.

8. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other person in such a fashion as to constitute an application of funds not in furtherance of a purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

9. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

10. In the event of the complete or partial liquidation or dissolution of this corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of this corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of this corporation, shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations



described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

Article V. Dissolution. (No changes).

Article VI. Board of Directors. The text of Article VI is revised as follows:

1. The affairs of the corporation are to be managed by a Board of Directors of seven (7). Additional Directors in any odd number may be added to the Board for terms of office as set forth in the duly adopted bylaws. Directors shall be appointed by the Secretary of State. Directors of the Friends of Florida History, Inc. will continue for the same term and duration as the original appointment by the Secretary of State or until removed from office by the Secretary of State.

2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the Board of Directors are as follows:

Andrew Collins  
Kathy Guilday  
Lena Juarez  
Ramon Maury  
Laura Rogers  
Don Slesnick  
Katelyn Wonsock

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3. The officers of the Corporation shall be the Chair, Vice-Chair, Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected initially at the first meeting after the merger and then annually by the Board of Directors or otherwise set forth in the duty authorized by-laws of the corporation.

Article VII. Registered Agent and Street Address. (No changes. Current registered agent is Alissa Slade Lotane, Director, Florida Division of Historical Resources, as reflected in the 2024 Not for Profit Corporation Annual Report).

Article VIII. Administration (No changes).

Article IX. Membership (No changes).

Article X. Bylaws (No changes).

Article XI. Amendments to Articles of Incorporation (No changes).

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**(4) Change to By-Laws.** No changes to by-laws.

**(5) Rights, Privileges, and Immunities.** As of the effective date of the merger, all the rights, privileges, immunities, powers, and franchises of the merging corporation shall vest fully in the surviving corporation, Friends of Florida History, Inc., and shall be subject to all the restrictions, disabilities, and duties of the merged corporation. All the property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due of the merged corporation shall be deemed to be transferred to and vested in Friends of Florida History, Inc., without further act or deed, and the title to any property or any interest therein, vested in Friends of Florida History, Inc., shall not revert to or be in any way impaired by reason of the merger. Friends of Florida History, Inc. shall be responsible for and liable for all the liabilities and obligations of the merging corporation; and any claims existing by or against the merging corporation may be prosecuted to judgment as if the merger had not occurred, or Friends of Florida History, Inc., may be substituted in the place of the merging corporation. The rights of any creditors of the merged corporation shall not be impaired by this merger. Friends of Florida History, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of each of the merging corporations.

**(6) Survival of Letter of Engagement.** By action at its June 24, 2025 meeting, the Friends of the Museums of Florida History may enter into an agreement for auditing services for the preceding fiscal year by authorizing the Division of Historical Resources to enter into a letter of engagement. The surviving corporation, the Friends of Florida History, shall become the lawful substitute for the rights and responsibilities under the terms of the letter of engagement entered into pursuant to this action.

**(7) Letter of Agreement.** As the two citizen support organizations are merged effective July 1, 2025, only a single letter of agreement between the Division of Historical Resources and the surviving corporation will be executed for the July 1, 2025 through June 30, 2026 fiscal year. No letter of agreement will be executed between the Division and the Friends of the Museums of Florida History, Inc.

**(8) Further Assurances.** If at any time after the effective date of the merger, Friends of Florida History, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Friends of Florida History, Inc., the title to any property or rights of the merging corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the merging corporation shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to rest, perfect or confirm title to such property or rights in Friends of Florida History, Inc., and to otherwise carry out the provisions of this Plan of Merger.

**(9) Abandonment.** Abandonment of the proposed merger is prohibited.

**(10) Approval of Boards of Directors and Procedure.** Subsequent to the adoption of the Plan of Merger by the necessary vote, each corporation party to this merger will follow the procedures provided in Florida law in a timely manner in connection with the merger including the filing of appropriate Articles of Merger, will cooperate with the other corporation, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this plan of merger and the transactions contemplated.

**(11) Costs.** If the merger is not consummated, each corporate party hereto will bear its own costs in connection with this Plan. If the merger is consummated, all costs in connection with this Plan will be paid by Friends of Florida History, Inc.

**(12) Tax Consequences.** Any ambiguity in this plan of merger as the corporation's tax status shall be resolved in an interpretation which will continue to qualify this transaction as a tax free re-organization.

(Execution page follows)

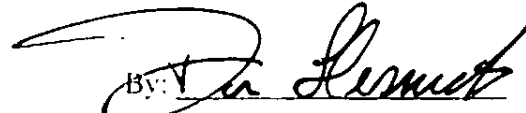
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TALLAHASSEE, FL

Execution Page to Plan of Merger for Friends of Florida History, Inc. and Friends of the  
Museums of Florida History, Inc.

ATTEST:

  
Executive Director

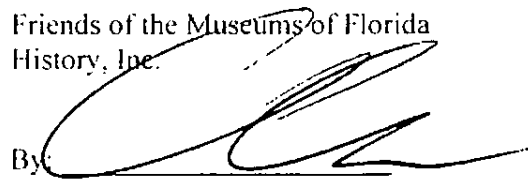
Friends of Florida History, Inc.

By:   
Chair

ATTEST:

  
Executive Director

Friends of the Museums of Florida  
History, Inc.

By:   
Chair

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