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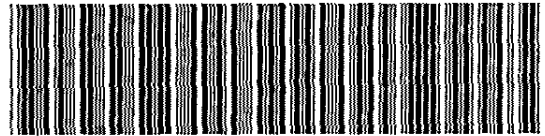
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EFFECTIVE DATE

7-1-04

*T. Lewis's
Merger*

FILED

04 JUN 23 PM 12:33

RECEIVED
FALLAS 12/12/04



FRIENDS
of
HISTORIC
PROPERTIES
and
MUSEUMS

500 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399

BOARD OF DIRECTORS

Althemese Barnes
Executive Director and Curator
The John G. Riley House Museum
Tallahassee

J. Andrew Brian
President/CEO
Historical Museum of Southern Florida
Miami

Robert W. Harper III
Executive Director
Lightner Museum
St. Augustine

Dean Roy Hunt
Professor Emeritus
University of Florida College of Law

Edwin O. Swift III
President
Historic Tours of America
Key West

Secretary Treasurer
Jeana Brunson, Ph.D.
Chief, Bureau of Historical Museums
Florida Department of State

Executive Director
Stephen McLeod
850.245.6375

TRANSMITTAL LETTER

TO: Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Friends of Historic Properties & Museums, Inc.
(Name of surviving corporation)

The original and one copy of the Articles of Merger with attached Plan of Merger are submitted for filing. Also enclosed is payment in the amount of \$ 113.75 for filing the documents and for certifying the copy.

Please return all correspondence concerning this matter to the following:

Stephen McLeod
Department of State
RA Gray Building
500 Bronough Street
Tallahassee, FL 32399-0250
850-245-6375

Thank you for assistance.

Respectfully submitted on 23rd day of June, 2004.

Stephen McLeod
Executive Director

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
04 JUN 23 PM 12:30
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

Pursuant to s. 617.1105, Florida Statutes, the following articles of merger are hereby submitted on this 23rd day of June, 2004 for the purpose of merging the following not for profit corporations:

EFFECTIVE DATE
7-1-04

First: Surviving Corporation.

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<i>Friends of Historic Properties & Museums, Inc.</i>	Florida	N01000008742

Second: Merging Corporations.

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<i>Friends of the Knott House, Inc.</i>	Florida	N01000006943

<i>Friends of the Museum of Florida History, Inc.</i>	Florida	N02000004093
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<i>Friends of the Old Capitol, Inc.</i>	Florida	N01000007692
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Third: Plan of Merger. The Plan of Merger is attached

Fourth: Effective Date. The effective date of the merger is July 1, 2004.

Fifth/Sixth: Adoption of Merger. No members of the merged corporations have the right to vote. The Plan of Merger was entered into and adopted by all of the directors on 11th day of June, 2004, by each of the respective boards of the above-reference corporations as party to the merger in the manner prescribed by Florida law. As to each corporation, the total number of votes for and against the plan is as follows:

<u>Name of Corporation</u>	<u># of Directors</u>	<u>Total Vote For</u>	<u>Total Vote Against</u>
<i>Friends of Historic Properties & Museums, Inc.</i>	7	4	0
<i>Friends of the Knott House, Inc.</i>	8	7	0
<i>Friends of the Museum of Florida History, Inc.</i>	10	7	0
<i>Friends of the Old Florida Capitol, Inc.</i>	7	5	0

Seventh: Amendment of Articles of Incorporation. Articles of Incorporation for the Surviving Corporation shall be as amended in the Plan of Merger.

(Execution page follows)

(Articles of Merger into Friends of Historic Properties & Museums, Inc.

ATTEST: _____ Friends of Historic Properties & Museums, Inc.,

By: Jeana Brunson By: Stephen McLeod
Jeana Brunson, Ph.D., Secretary Stephen McLeod, Executive Director

ATTEST: _____ Friends of the Knott House, Inc.,

By: Jeana Brunson By: Stephen McLeod
Jeana Brunson, Ph.D., Secretary Stephen McLeod, Executive Director

ATTEST: _____ Friends of the Museum of Florida History, Inc.

By: Jeana Brunson By: Stephen McLeod
Jeana Brunson, Ph.D., Secretary Stephen McLeod, Executive Director

ATTEST: _____ Friends of the Old Florida Capitol, Inc.,

By: Jeana Brunson By: Stephen McLeod
Jeana Brunson, Ph.D., Secretary Stephen McLeod, Executive Director

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 Historic Properties & Museums, Inc.</i>	Florida

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

Name	Jurisdiction
<i>Friends of the Knott House, Inc.,</i>	Florida
Name	Jurisdiction
<i>Friends of the Museum of Florida History, Inc.,</i>	Florida
Name	Jurisdiction
<i>Friends of the Old Florida Capitol, Inc.</i>	Florida

Statement of Reasons for Merger

Each corporate party to this Plan of Merger is a Florida nonprofit corporation currently in existence and in active standing. The parties to this Plan believe it makes business sense to have Friends of the Knott House, Inc., Friends of the Museum of Florida History, Inc., and Friends of the Old Florida Capitol, Inc., (hereinafter the "merging corporations") to merge into Friends of Historic Properties & Museums, Inc., (hereinafter the "surviving corporation").

The parties to this Plan of Merger desire to accomplish the following, which list 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, the **merging** corporations will merge into and become a part of Friends of Historic Properties & Museums, Inc., as the **surviving** corporation. Upon the effective date of the merger, the separate corporate existence of each of the merging corporations shall cease. The effective date for the merger is July 1, 2004.

2. **Membership.** All of the current members in good standing of the merging corporations 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 in its entirety as follows:

1. *This corporation is organized exclusively for charitable and educational 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 direct or indirect benefit of the sites and programs of the Museum of Florida History, and its sites The Old Capitol; the Knott House Museum; and other sites, properties, or programs the Museum of Florida History may acquire in the future as well as the development and distribution of educational materials regarding Florida history and arts, including the Museum of Florida History and make expenditures, distributions and publications to or for the benefit of the Museum of Florida History and its support organizations organized pursuant to Florida Statutes § 267.17 and 267.172.*

2. *This corporation is organized and shall operate exclusively to solicit, receive, hold, invest, and administer funds and property, and, subject to the approval of the Department of State, make expenditures to or for the interpretation, maintenance, and upkeep of the Museum of Florida History, the Old Capitol, and the Knott House, in a manner consistent with the policies and goals of the Department in accordance with Florida Statutes § 267.031, 267.061, 267.071, 267.072, 267.0731, 267.081, 267.115, 267.17 and 267.172.*

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.*

4. *The corporation may develop and provide merchandise, including but not limited to books, cards, stationery, postcards, and pamphlets for the gift shops at the Museum of Florida History, the New Capitol, the Old Capitol, 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.*

5. The corporation may, with the consent of the Department of State and in keeping with relevant policies, conduct special events and programs at Museum facilities. All net proceeds shall be used to support the programs of the site at which the program or event is held.

6. The corporation may provide a vehicle for grant funding and special programs of the Museum of Florida History and its sites, including the Old Capitol and Knott House.

7. The corporation shall provide support and recognition programs for volunteers of the Museum of Florida History and its sites and facilities, including the Old Capitol and the Knott House.

8. The corporation may promote the interpretation, preservation, and enhancement of the Museum of Florida History and its sites and facilities, including the Old Capitol and the Knott House, through public awareness projects, special events, tours, market research, and joint partnerships with non-profit and profit-making organizations.

9. The corporation shall develop and maintain membership for the purposes of the organization.

10. 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.

11. 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.

12. 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.

13. 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 paragraphs 1 and 2 of Article VI is replaced in its entirety as follows:

1. The affairs of the corporation are to be managed initially by a Board of Directors of three (3). Additional directors in any odd number up to twenty-five (25) may be added to the Board for terms of office as set forth in the duly adopted by-laws. Directors shall be appointed 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 initial Board of Directors are as follows:

Mr. Lester Abberger
Kirkpatrick, Pettis & Company
Post Office Box 1168
Tallahassee, FL 32302-1168

Jon C. Moyle, Jr., Esq.
Moyle, Flanigan, Katz, Kolins, Raymond & Sheehan, P.A.
118 North Gadsden Street
Tallahassee, FL 32301

Larry E. Rivers, Ph.D.
Dean, College of Arts and Sciences
Florida A&M University
P.O. Box 1123
Tallahassee, FL 32302

Article VII. Initial Registered Agent and Street Address. (No changes. Current registered agent is Stephen McLeod as reflected in the 2003 and 2004 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. The text of Article XI is replaced with the following:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be adopted by a majority of the Board of Directors and approval of the Secretary of State.

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 corporations shall vest fully in the surviving corporation, Friends of Historic Properties & Museums, Inc., and shall be subject to all the restrictions, and disabilities and duties of each of the merged corporations. All the property, real, personal and mixed, and all debts due on whatever account, and all other chooses in action, and all and every other interest of or belonging to or due each of the merged corporations shall be deemed to be transferred to and vested in Friends of Historic Properties & Museums, Inc., without further act or deed, and the title to any property or any interest therein, vested in Friends of Historic Properties & Museums, Inc.,

shall not revert to or be in any way impaired by reason of the merger. Friends of Historic Properties & Museums, Inc. shall be responsible for and liable for all the liabilities and obligations of each of the merging corporations; and any claims existing by or against any of the merging corporations may be prosecuted to judgment as if the merger had not occurred, or Friends of Historic Properties & Museums, Inc., may be substituted in the place of the merging corporation. The rights of any creditors of any of the merged corporations shall not be impaired by this merger. Friends of Historic Properties & Museums, 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. **Further Assurances.** If at any time after the effective date of the merger, Friends of Historic Properties & Museums, 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 Historic Properties & Museums, Inc., the title to any property or rights of any of the merging corporations or to otherwise carry out the provisions hereof, the proper officers and directors of the merging corporations 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 Historic Properties & Museums, Inc., and to otherwise carry out the provisions of this Plan of Merger.
7. **Abandonment.** Abandonment of the proposed merger is prohibited.
8. **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 merging corporations, 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
9. **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 Historic Properties & Museums, Inc.
10. **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)

Execution Page to Plan of Merger for Friends of Historic Properties & Museums,
Inc. et al.

ATTEST:

Friends of Historic Properties & Museums, Inc.,

Jeanne Brunson
Jeanne Brunson, Ph.D., Secretary

By: *Stephen McLeod*
Stephen McLeod, Executive Director

ATTEST:

Friends of the Knott House, Inc.,

Jeanne Brunson
Jeanne Brunson, Ph.D., Secretary

By: *Stephen McLeod*
Stephen McLeod, Executive Director

ATTEST:

Friends of the Museum of Florida History, Inc.

Jeanne Brunson
Jeanne Brunson, Ph.D., Secretary

By: *Stephen McLeod*
Stephen McLeod, Executive Director

ATTEST:

Friends of the Old Florida Capitol, Inc.,

Jeanne Brunson
Jeanne Brunson, Ph.D., Secretary

By: *Stephen McLeod*
Stephen McLeod, Executive Director