

NO1438 File 2nd

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ART. #FCA-14

000007845950--0
-09/19/02--01021--017
*****78.75 *****78.75

CONTACT:

Pam

DATE:

9-19-02

REF. #:

0204.9406

CORP. NAME:

Alzheimer's Disease and Related Disorders Association,
Manatee/Sarasota Area Chapter, Inc into
Alzheimer's Disease and Related Disorders Association,
Inc - Greater Tampa Center.

() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() FOREIGN QUALIFICATION

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

(X) MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1

() UCC-3

() OTHER:

STATE FEES PREPAID WITH CHECK# 4965 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

Examiner's Initials

Name changed in
merger previously
filed. (38)
OK to reflect new name.

9/19/02

FILED

02 SEP 19 PM 3:30

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 19 AM 10:14

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TALLAHASSEE, FLORIDA

merger
SP

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION,
MANATEE/SARASOTA AREA CHAPTER, INC., a Florida corp., 762624

INTO

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, INC.-
FLORIDA GULF COAST CHAPTER, a Florida entity, N01438

File date: September 19, 2002

Corporate Specialist: Susan Payne

FILED
02 SEP 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION,
MANATEE/SARASOTA AREA CHAPTER, INC.
INTO
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, INC. -
GREATER TAMPA CHAPTER** now known as ALZHEIMER'S
DISEASE AND RELATED DISORDERS ASSOCIATION, INC. - FLORIDA GULF COAST
CHAPTER

THESE ARTICLES OF MERGER are made and entered into this 1st of July, 2002, by and between Alzheimer's Disease and Related Disorders Association, Manatee/Sarasota Area Chapter, Inc., a Florida not for profit corporation ("Manatee/Sarasota") and Alzheimer's Disease and Related Disorders Association, Inc. - Greater Tampa Chapter, a Florida not for profit corporation ("Tampa") (collectively, the "Parties").

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, Manatee/Sarasota and Tampa hereby adopt the following Articles of Merger:

1. **Plan of Merger.** The Plan of Merger, which is contained in the Realignment Agreement dated as of July 1, 2002, by and between Tampa and Manatee/Sarasota (also referred to herein as the "Realignment Agreement") is as follows:

(a) Manatee/Sarasota shall be merged with and into Tampa (the "Merger"), whereupon the separate existence of Manatee/Sarasota shall cease and Tampa (the "Surviving Corporation") shall continue its corporate existence as the surviving not for profit corporation in the merger under the laws of the State of Florida.

(b) Tampa shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of Tampa and Manatee/Sarasota.

(c) The Bylaws for the Surviving Corporation shall be the Bylaws reflected as Exhibit 1(c) to the Realignment Agreement.

(d) The Surviving Corporation will carry on its not for profit business with the assets of Manatee/Sarasota, as well as with the assets of Tampa. The Surviving Corporation's name shall be Alzheimer's Disease and Related Disorders Association, Inc. - Florida Gulf Coast Chapter.

(e) The directors of the Surviving Corporation shall be the persons listed on Exhibit 1(a)(iv) to the Realignment Agreement.

(f) The Articles of Incorporation for the Surviving Corporation shall read as follows:

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ARTICLES OF INCORPORATION

OF

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, INC. –
FLORIDA GULF COAST CHAPTER

ARTICLE 1

Name

The name of this corporation shall be:

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, INC. –
FLORIDA GULF COAST CHAPTER

ARTICLE 2

Purposes

(a) The purpose for which this corporation is organized is to further the goals of the Alzheimer's Disease and Related Disorders Association, Inc. a national organization, composed of member Chapters, and to engage in any lawful purpose or purposes not for pecuniary profit.

(b) This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further the said purposes.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence

legislation, and this 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.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this 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, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 3

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(i) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(ii) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 4

Members

This corporation shall have no members.

ARTICLE 5

Duration

This corporation shall have perpetual existence.

ARTICLE 6

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the Board of Directors, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, one or more vice presidents, a secretary and a treasurer, plus assistant secretaries and assistant treasurers, if needed, and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall be no less than seven. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

ARTICLE 7

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 8

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

* * * * *

2. **Effective Date.** The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State (the "Effective Date").

3. **Approval.** The Agreement and Plan of Merger was approved by the Board of Directors and a majority of the members of Tampa on SEPT 10, 2002 and by the Board of Directors and a majority of the members of Manatee/Sarasota on MAY 9, 2002.

The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger effective the day and year first above written.

ALZHEIMER'S DISEASE AND RELATED
DISORDERS ASSOCIATION,
MANATEE/SARASOTA AREA CHAPTER, INC.

By: Thomas R. Conklin Pres.
Thomas R. Conklin

ALZHEIMER'S DISEASE AND RELATED
DISORDERS ASSOCIATION, INC. – GREATER
TAMPA CHAPTER

By: William F. Kelly
William Kelly, Pres.