

# N02000003587

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June 27, 2002

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

**VIA CERTIFIED MAIL, #7099 3400 0007 6070 4262**

Florida Department of State  
Division of Corporations, New Filing  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Navy Musicians Association, Inc  
No. N02000003587  
Merger of Navy Musicians Association, Inc., a Florida  
corporation not for profit and Navy Musicians Association, a  
Texas non profit corporation

Gentlemen:

We enclose the following documents for the above referenced  
corporation for filing:

1. Original Articles of Merger
2. Copy of Plan of Merger

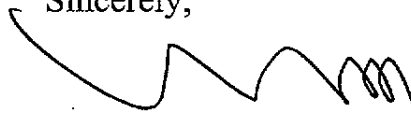
Please return to us a certified copy of the Articles of Merger. A  
stamped, self-addressed envelope is enclosed for your convenience. Also  
enclosed is a check in the amount of \$78.75 to cover the filing fees and the  
certified copy.

merger  
T. Lewis 7/15/02

FILED  
02 JUL -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

If you have any questions, please let me know.

Sincerely,

A handwritten signature in black ink, consisting of a series of connected loops and a final flourish.

William H. Namack, III

WHN:fpb

Enclosures

cc: Earl L. Benge  
Kim R. Holl  
Robert J. Leketa  
Cecil B. Strange  
James D. Thumpston

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NAVY MUSICIANS ASSOCIATION, a Texas entity not authorized to transact  
business in Florida.

INTO

**NAVY MUSICIANS ASSOCIATION, INC.**, a Florida entity, N02000003587

File date: July 5, 2002

Corporate Specialist: Thelma Lewis

FILED  
02 JUL -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***ARTICLES OF MERGER***

The undersigned, being the presidents of Navy Musicians Association, Inc., a Florida not for profit corporation, and Navy Musicians Association, a Texas non profit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State and in the office of the Texas Department of State.

### ***ARTICLE I PLAN OF MERGER***

A copy of the plan of merger is attached as Exhibit "A".

### ***ARTICLE II APPROVAL***

The plan of merger was adopted by Navy Musicians Association, a Texas Non Profit Corporation, at a meeting of its members held on JUNE 22, 2002 (date). The number of votes cast in favor of the merger was sufficient for approval. The vote was 62 in favor and NONE opposed.

The plan of merger was adopted by Navy Musicians Association, Inc., a Florida Corporation Not For Profit, at a meeting of its members held on JUNE 22, 2002 (date). The number of votes cast in favor of the merger was sufficient for approval. The vote was 62 in favor and NONE opposed.

**ARTICLE III**  
**EFFECTIVE DATE AND FILING OF ARTICLES OF MERGER**

The merger shall be effective on the date that these articles of merger are filed by the Florida Department of State. These Articles of Merger shall also be filed with the office of the Texas Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on the 22<sup>nd</sup> day of JUNE, 2002.

NAVY MUSICIANS  
ASSOCIATION, INC.  
a Florida Corporation Not For Profit

By: Robert J. Leketa  
Robert J. Leketa  
As its President

NAVY MUSICIANS  
ASSOCIATION  
a Texas Non Profit Corporation

By: Robert J. Leketa  
Robert J. Leketa  
As its President

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***PLAN OF MERGER  
OF NAVY MUSICIANS ASSOCIATION, INC.***

This is a plan of merger between Navy Musicians Association, Inc., a Florida corporation not for profit, and Navy Musicians Association, a Texas non profit corporation.

***ARTICLE I  
CONSTITUENT CORPORATIONS***

The name of each constituent corporation is Navy Musicians Association, Inc., a Florida not for profit corporation ("NMA Florida"), and Navy Musicians Association, a Texas not for profit corporation ("NMA Texas").

***ARTICLE II  
CONSTITUENT CORPORATIONS***

Under and pursuant to Section 1396-5.07 of Vernon's Texas Civil Statutes (the Texas Non Profit Corporation Act), and under and pursuant to Section 617.1107 of the Florida Statutes (The Florida Not For Profit Corporation Act) NMA Texas shall be merged into NMA Florida.

***ARTICLE III  
SURVIVING CORPORATION***

NMA Florida shall be the surviving corporation of the merger.

***ARTICLE IV  
ARTICLES OF INCORPORATION***

The articles of incorporation of NMA Florida in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V**  
**DIRECTORS AND OFFICERS**

The directors and officers of NMA Florida immediately before the merger shall continue to be the directors and officers immediately following the merger.

**ARTICLE VI**  
**MEMBERS**

The members of NMA Texas and NMA Florida immediately before the merger shall all be members of NMA Florida immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of NMA Florida by its charter and bylaws.

**ARTICLE VII**  
**ASSETS AND LIABILITIES**

On the effective date of the merger, the separate existence of NMA Texas shall cease and NMA Florida, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of NMA Texas, without further action, shall be vested in NMA Florida immediately following the merger. Following the merger, NMA Florida shall be responsible for all liabilities and obligations of NMA Texas. Any claim or action or proceeding pending against NMA Texas may be continued as if the merger did not occur or NMA Florida may be substituted for NMA Texas in any such proceeding. Neither the rights of creditors of nor any liens on the property of NMA Texas shall be impaired by the merger.

**ARTICLE VIII**  
**EFFECTIVE DATE**

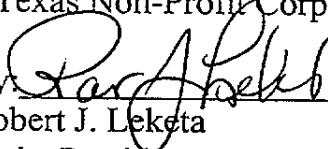
The merger shall be effective when the articles of merger are filed with the Florida Department of State, and with the Texas Department of State, or at such other time specified in the articles of merger.

**ARTICLE IX**  
**ABANDONMENT**


Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of NMA Florida or the board of directors of NMA Texas at any time before the filing of articles of merger.

IN WITNESS WHEREOF, the undersigned have executed this plan of merger on the 22 day of JUNE, 2002.

NAVY MUSICIANS ASSOCIATION,  
a Texas Non-Profit Corporation

By:   
Robert J. Leketa  
As its President

NAVY MUSICIANS ASSOCIATION,  
a Florida Corporation Not For Profit

By:   
Robert J. Leketa  
As its President

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