

ND2000003587

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(City/State/Zip/Phone #)

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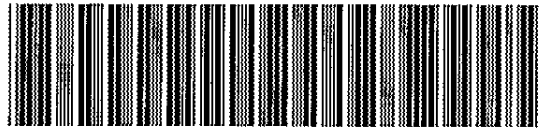
(Business Entity Name)

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FILED
02 OCT 22 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sp 10/24/02

Certified Copy of
Amended Articles
Filed as required
by Texas - orig.
merger filed in
Fla. on 7/5/02

WILLIAM H. NAMACK, III

ATTORNEY AT LAW

1800 SECOND STREET

SUITE 714

SARASOTA, FLORIDA 34236

E-MAIL bill@whnamack.com

BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES

October 15, 2002

TELEPHONE
941-365-0365
FAX
941-365-5997

VIA CERTIFIED MAIL, #7002 0510 0000-3026-6826

PERSONAL AND CONFIDENTIAL

Ms. Susan Payne

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

Dear Ms. Payne:

In accordance with our conversation, enclosed are the following documents
for the above referenced corporation for filing:

1. Certified copy of the Amended Articles of Merger from the
Office of the Secretary of State;
2. Check in the amount of \$43.75 for the filing fee, and a
certified copy.

A stamped, self-addressed envelope is enclosed for the return of the
certified copy. If you have any questions, please let me know.

Sincerely,



William H. Namack, III

WHN:mlo

Enclosures

cc: Earl L. Bengé

Kim R. Holl

Robert J. Leketa

Cecil B. Strange

James D. Thumpston

\\RUMPOLE\OFFICE\WHN\Navy Musicians Association\2002\FL file AOM and Texas Cert 10-15-02.doc

10/23/02

SP

Amended
Articles of
merger required
by State of
Texas to me
originally fil
7/5/02

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

NAVY MUSICIANS ASSOCIATION
Filing Number: 135773801

Articles of Merger

September 27, 2002

FILED
02 OCT 22 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 09, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

SEP 27 2002

Corporations Section

AMENDED 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 at which a quorum was present, and the merger received at least 2/3rds of the votes which members present or represented by proxy were entitled to cast, the vote of all such members was unanimous. The number of votes cast in favor of the merger was sufficient for approval. The vote was 62 in favor and none opposed.

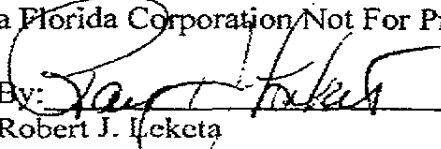
The plan of merger was adopted by Navy Musicians Association, Inc., a Florida Corporation Not For Profit, at a meeting of its members held on June 22, 2002. The number of votes cast in favor of the merger was sufficient for approval. The vote was 62 in favor and none opposed.

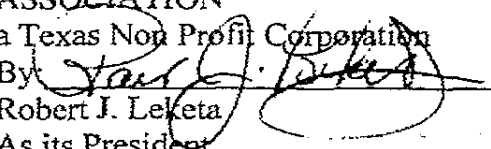
ARTICLE III
EFFECTIVE DATE AND FILING OF ARTICLES OF MERGER

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 13th day of SEPTEMBER, 2002.

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

By: 
Robert J. Leketa
As its President

NAVY MUSICIANS
ASSOCIATION
a Texas Non Profit Corporation
By: 
Robert J. Leketa
As its President

***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

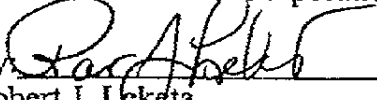
The merger shall be effective when the articles of merger are filed with the Florida Department of State, and with the Texas Department of State, or at such other time specified in the articles of merger.

ARTICLE IX
ABANDONMENT

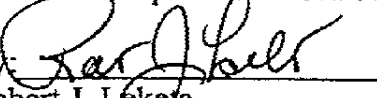
Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of NMA Florida or the board of directors of NMA Texas at any time before the filing of articles of merger.

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

\\RUMPOLE\OFFICE\WHM\Navy Musicians Association\2002\Plan of Merger. TEXAS.doc