

ND 20000009871

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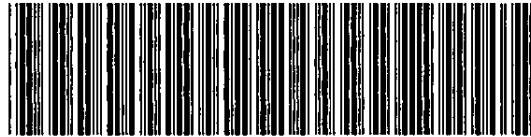
(Business Entity Name)

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Merger

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV 13 PM 2:46

NOV 14 2012

T. ROBERTS

Law Offices of
DiVITO & HIGHAM, P.A.

*4514 Central Avenue
St. Petersburg, Florida 33711
Phone: 727-321-1201
Facsimile: 727-321-5181*

November 9, 2012

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of St. Charles Borromeo Education Foundation, Inc. (N26271) into
Catholic Community Foundation of Southwest Florida, Inc. (N0200009871)

Dear Sir/Madam:

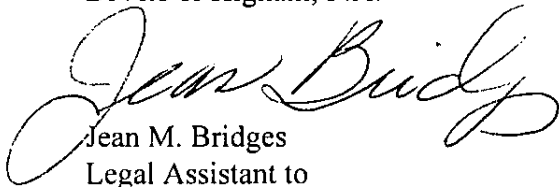
Enclosed please find the original and one copy of the Articles of Merger and Plan of Merger for the above referenced corporations. Also enclosed is a check from our client in the amount of \$105.00 for the filing fee.

Once filed, we would ask that a copy of the filed documents be returned to our office in the self-addressed stamped envelope provided for that purpose.

Should you have any questions, please do not hesitate to contact our office .

Very truly yours,

DiVito & Higham, P.A.


Jean M. Bridges
Legal Assistant to
Joseph A. DiVito, Esq.

encl:

cc: Joseph Citro

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Not-For-Profit Corporation Act, pursuant to Section 617.1101, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida.
2. The name and jurisdiction of the merging corporation is ST. CHARLES BORROMEIO EDUCATION FOUNDATION, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida.
3. The Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the Board of Directors of the CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on August 23, 2012. The number of Board of Directors in office was 6. The vote for the Plan of Merger was as follows: 6 for and 0 against. The three (3) Members of the corporation unanimously approved the Plan of Merger.
6. The Plan of Merger was adopted by the Board of Directors of the St. Charles Borromeo Education Foundation, Inc., a not-for-profit corporation organized and existing under the laws of the state of Florida, on 7/24, 2012. The number of Board of Directors in office was 5. The vote for the Plan of Merger was as follows: 4 for and 0 against. All Members of the corporation voted to approve the Plan of Merger.

[Signatures on the following page.]

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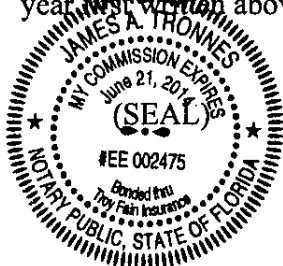
CATHOLIC COMMUNITY FOUNDATION
OF SOUTHWEST FLORIDA, INC.,
a Florida not-for-profit corporation

By: _____

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28TH day of AUGUST, 2012 by JOHN PETRACCO, Member of the CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid on the day and year first written above.



Notary Public
My Commission Number: EE 02475
My Commission Expires: 6/21/2014

ST. CHARLES BORROMEO
EDUCATION FOUNDATION, INC.,
a Florida not-for-profit corporation

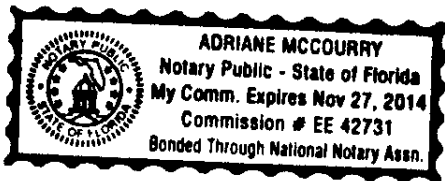
By: Paul Liron
Paul Liron

STATE OF Florida
COUNTY OF Charlotte

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of July, 2012 by Paul Liron, Member of the ST. CHARLES BORROMEO EDUCATION FOUNDATION, INC, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid on the day and year first written above.

(SEAL)



Adriane McCourry
Notary Public
My Commission Number: EE 42731
My Commission Expires: Nov 27, 2014

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes. The name of the Surviving Corporation is the Catholic Community Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation. The name of the merging corporation is St. Charles Borromeo Education Foundation, Inc., a Florida not-for-profit corporation.

TERMS & CONDITIONS

1.1. Surviving Corporation. In accordance with the provisions of this Agreement and the applicable laws of the State of Florida, on July 24, 2012 (the "Effective Date") St. Charles Borromeo Education Foundation, Inc. shall be merged into the Catholic Community Foundation of Southwest Florida and the separate existence of St. Charles Borromeo Education Foundation, Inc. shall cease. The Catholic Community Foundation of Southwest Florida, Inc., shall be the surviving corporation and shall continue its corporate existence and organization under the laws of the State of Florida. The name of the surviving corporation shall remain the Catholic Community Foundation of SW Florida, Inc.

1.2. Effects of the Merger. Without limiting the generality of the preceding section, the separate existence of St. Charles Borromeo Education Foundation, Inc. shall cease as of the Effective Date and St. Charles Borromeo Education Foundation, Inc. will transfer all of their obligations, contracts, leases, assets and liabilities to the surviving corporation and the surviving corporation shall accept all such obligations, contracts, leases, assets and liabilities.

1.3. Board of Directors. Effective on the Effective Date, the Board of Directors of the merging corporation shall be the same Directors of Catholic Community Foundation of Southwest Florida, Inc.

1.4. Members. Upon the Effective Date, the Members of the surviving corporation will remain unmodified and include the current Members: the Most Reverend Frank J. Dewane, and Dr. Volodymyr Smeryk

1.5. Officers. Upon the Effective Date, the officers of the surviving corporation shall be the following persons, and each shall hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal: John J. Petracco, President, Maria DeSanto, Vice President, Denise Da Silveira, Secretary, Peter McPartland, Treasurer.

1.6. Executive Director: Upon the Effective Date, Executive Director Joseph Citro, shall continue to serve as executive director of the surviving corporation.

1.7. Restrictions on Donations. Any donor-imposed restrictions on use of donated funds previously approved by the merging corporation will be honored by surviving corporation.

STATEMENT OF CHANGES TO ARTICLES OF INCORPORATION

2.1. As of the Effective Date, and without further action on the part of the parties to this Agreement, the Articles of Incorporation and Bylaws of the Catholic Community Foundation of Southwest Florida, Inc., shall be remain in force as the only Articles governing the newly merged surviving corporation, until same are amended in accordance with their respective terms.

OTHER PROVISIONS OF THE MERGER

3.1. Articles of Merger. The Secretary of the surviving corporation is authorized to file the Articles of Merger with the Florida Department of State, Division of Corporations, and take all other reasonable steps to facilitate and document this Merger.

3.2. Further Acts. The respective officers of the surviving corporation are hereby authorized, empowered and directed by the respective Members and Board of Directors of the surviving corporation to do any reasonable and necessary acts to affect any of the provisions of this Agreement.

3.3. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

This Agreement has been executed on behalf of the surviving corporation and the merging corporation, on this 23 day of August, 2012.

Merging Corporation

St. Charles Borromeo Education
Foundation, Inc.

By: 

Print: PRESIDENT

Title: PAUL V. LEON

Surviving Corporation

Catholic Community Foundation
of Southwest Florida, Inc.

By: 

Print: John Petracio

Title: President