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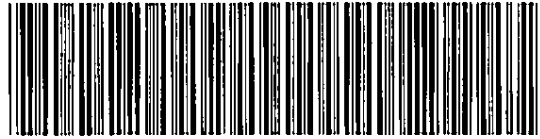
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph A. DiVito, Esq.

(Contact Person)

Trenam Law

(Firm/Company)

200 Central Avenue, Suite 1600

(Address)

St. Petersburg, FL 33701

(City/State and Zip Code)

For further information concerning this matter, please call:

Mariella Stevens

(Name of Contact Person)

At (727) 820-3969

(Area Code & Daytime Telephone Number)

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☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF MERGER
THE FOUNDATION FOR THE CARE OF THE MIGRANT POOR, INC.**

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. *NO2000009871*
2. The name and jurisdiction of the merging corporation is THE FOUNDATION FOR THE CARE OF THE MIGRANT POOR, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida. *N40162*
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 November 17, 2022. The number of Board of Directors in office was fourteen (14). The vote for the Plan of Merger was as follows: Eleven (11) in favor and zero (0) against, and three (3) absent. All Members of the corporation voted to approve the Plan of Merger.
6. The Plan of Merger was adopted by the Board of Trustees of THE FOUNDATION FOR THE CARE OF THE MIGRANT POOR, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on December 12, 2022. The number of Board of Trustees in office was six (6). The vote for the Plan of Merger was as follows: four (4) in favor and zero (0) against, and two (2) absent. All Members of the corporation voted to approve the Plan of Merger.

[Signatures on the following page.]

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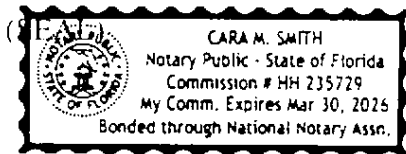
Articles of Merger
Signature Page

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

By: *Michele Trumble* pres.
Print Name: Michele Trumble
Title: Board President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 20 day of December 2022, by Michele Trumble, as Board Pres of the CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC, who is ☒ personally known to me or ☐ has produced _____ as identification. .



Cara M. Smith
Notary Public
My Commission Number: HH 235729
My Commission Expires: 3/30/26

Articles of Merger
Signature Page

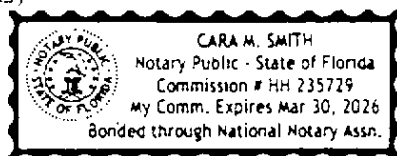
THE FOUNDATION FOR THE CARE OF THE MIGRANT POOR, INC.
a Florida not-for-profit corporation

By: + Frank J. Dewane
Most Rev. Frank J. Dewane, Chair

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 19 day of December, 2022, by FRANK J. DEWANE, as CHAIR of THE FOUNDATION FOR THE CARE OF THE MIGRANT POOR, INC, who is ☒ personally known to me or ☐ has produced _____ as identification.

(SEAL)



Cara M. Smith
Notary Public
My Commission Number: HA 235729
My Commission Expires: 3/30/2026

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 The Foundation for the Care of the Migrant Poor, 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 December 31, 2022, (the "Effective Date"), The Foundation for the Care of the Migrant Poor, Inc. shall be merged into the Catholic Community Foundation of Southwest Florida and the separate existence of The Foundation for the Care of the Migrant Poor, 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 Southwest Florida, Inc.

1.2. Effects of the Merger. Without limiting the generality of the preceding section, the separate existence of The Foundation for the Care of the Migrant Poor, Inc. shall cease as of the Effective Date and The Foundation for the Care of the Migrant Poor, 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 surviving corporation's existing Board of Directors shall remain in place. Keith Arnold will be added from the merging corporation.

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, the Rev. Stephen E. McNamara 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: Michele Tromble, President; George Pickhardt, Vice President; Mary Vlasak Snell, Secretary; and Peter McPartland, Treasurer.

1.6. Executive Director. Upon the Effective Date, Executive Director, Michael Morse, shall continue to serve as executive director of the surviving corporation.

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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 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 the dates below, but is effective on December 31, 2022.

Merging Corporation

The Foundation for the Care of
the Migrant Poor, Inc.

By: 

Most Rev. Frank J. Dewane, Chair

Date: December 19, 2022

Surviving Corporation

The Catholic Community Foundation
of Southwest Florida, Inc.

By: 

Print: Michele Tromble

Title: Board President

Date: December 20, 2022

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