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CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE

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\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_ ☒ Merger File \_\_\_\_\_  
\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
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**ARTICLES OF MERGER**

2024 DEC 26 AM 10:47

**CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE, 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.
2. The name and jurisdiction of the merging corporation is CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE, 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 November 14, 2024. The number of Board of Directors in office was fourteen (14). The vote for the Plan of Merger was as follows: twelve (12) in favor and zero (0) against, and two (2) absent. All Members of the corporation voted to approve the Plan of Merger.
6. The Plan of Merger was adopted by the Board of Directors of CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on November 6, 2024. The number of Board of Directors in office was nine (9). The vote for the Plan of Merger was as follows: eight (8) in favor and zero (0) against, and one (1) absent.

[Signatures on the following page.]

SAMPLE Articles of Merger  
Signature Page

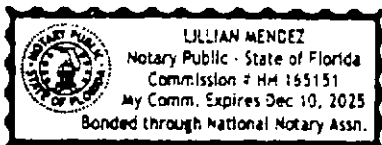
CATHOLIC COMMUNITY FOUNDATION  
OF SOUTHWEST FLORIDA, INC.,  
a Florida not-for-profit corporation

By: George Pickhardt  
Print Name: George Pickhardt  
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 2nd day of December 2024, by George D. Pickhardt, as Board President of the CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST FLORIDA, INC, who is ☐ personally known to me or ☒ has produced FL Drivers Lic. as identification.

(SEAL)



Lillian Mencez  
Notary Public  
My Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

SAMPLE Articles of Merger  
Signature Page

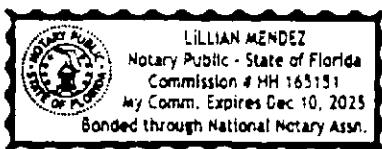
CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE, INC.  
a Florida not-for-profit corporation

By: Mary Pat McNally  
Mary Pat McNally, Chair

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 22<sup>nd</sup> day of November 2024, by Mary Patricia McNally, as Chair of CATHOLIC CHARITIES FOUNDATION OF THE DIOCESE OF VENICE, INC, who is ☐ personally known to me or ☒ has produced FL. DRIVERS LIC. as identification.

(SEAL)



Lillian Mendez  
Notary Public  
My Commission Number:  
My Commission Expires:

## **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 Catholic Charities Foundation of the Diocese of Venice, 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, 2024, (the "Effective Date"), Catholic Charities Foundation of the Diocese of Venice, Inc. shall be merged into the Catholic Community Foundation of Southwest Florida, Inc. and the separate existence of Catholic Charities Foundation of the Diocese of Venice, 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 Catholic Charities Foundation of the Diocese of Venice, Inc. shall cease as of the Effective Date and Catholic Charities Foundation of the Diocese of Venice, 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. Two Directors 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. The merging corporation does not have any Members.

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: George Pickhardt, President; Mary Vlasak Snell, Vice President; William Yaegers, 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.

1.7. Restrictions on Donations. Any donor-imposed restrictions on use of donated funds previously approved by the merging corporation will be honored by the 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, 2024.

#### Merging Corporation

Catholic Charities Foundation  
of the Diocese of Venice, Inc.

By: Mary Pat McNally  
Mary Pat McNally, Chair  
Date: November 22, 2024

#### Surviving Corporation

The Catholic Community Foundation  
of Southwest Florida, Inc.

By: George Pickhardt  
Print: George Pickhardt  
Title: Board President  
Date: November 14, 2024