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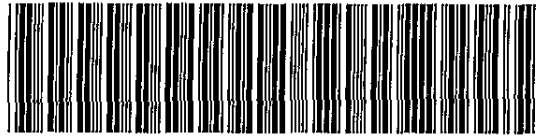
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11/1/03

Merger

11/26/02--01020--006 **5.00

11/26/02--01020--005 **81.75

RECEIVED
02 NOV 25 PM 5:02
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
02 NOV 25 PM 5:02

11/26/02

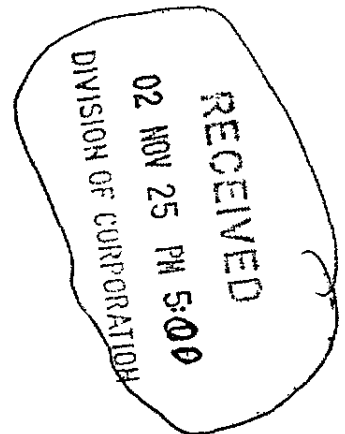
Hopping Green & Sams

Attorneys and Counselors

November 25, 2002

Via Hand Delivery

Florida Department of State
Division of Corporations
Attention: Amendment Section
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314



Re: Florida Manufacturing and Chemical Council, Inc.

To Whom It May Concern:

The enclosed Articles of Merger and Articles of Restatement are submitted for filing. A check in the amount of \$86.75 is also enclosed. Please return all correspondence concerning this matter to the following:

Nancy Stephens
Florida Manufacturing & Chemical Council
1311 Executive Center Drive, Suite 225
Tallahassee, FL 32301

Additional copies of the Articles of Merger and Articles of Restatement are enclosed; please return a certified copy of each to my attention at the address listed above (payment is included in the above-referenced check). For further information concerning this matter, please contact me at 425-2258.

Sincerely,

HOPPING GREEN & SAMS, P.A.

Angela R. Morrison

Gloria
Call when Ready

ARM/gg
Enclosures

180639

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA MINERALS ASSOCIATION, INC., a Florida corp. N97000001449

INTO

FLORIDA MANUFACTURING AND CHEMICAL COUNCIL, INC. which changed
its name to

FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC., a Florida entity,
N02021

File date: November 25, 2002, effective January 1, 2003

Corporate Specialist: Annette Ramsey --

EFFECTIVE DATE
1/1/03

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Florida Minerals Association, Inc. Into
Florida Manufacturing And Chemical Council, Inc.

The following articles of merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

- I. The Surviving Corporation is the Florida Manufacturing and Chemical Council, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida.
- II. The Merging Corporation is the Florida Minerals Association, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida.
- III. The Plan and Agreement of Merger is attached.
- IV. The merger shall become effective on January 1, 2003.
- V. The members of the Surviving Corporation approved the attached Plan and Agreement of Merger on October 29, 2002. The number of votes cast for the merger was sufficient for approval. The vote was 20 for the merger and 0 against the merger.
- VI. The members of the Merging Corporation approved the attached Plan and Agreement of Merger on October 28, 2002. The number of votes cast for the merger was sufficient for approval. The vote was 10 for the merger and 0 against the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 29th day of October, 2002.

FLORIDA MANUFACTURING AND
CHEMICAL COUNCIL, INC.

By:

Bill Crawford
Bill Crawford, President

FLORIDA MINERALS
ASSOCIATION, INC.

By:

Mike Batts
Mike Batts, President

PLAN AND AGREEMENT OF MERGER
Florida Manufacturing and Chemical Council, Inc., and
Florida Minerals Association, Inc.

The following is the Plan and Agreement of Merger between the Florida Manufacturing and Chemical Council, Inc., and the Florida Minerals Association, Inc. This Plan and Agreement of Merger shall be submitted to the Secretary of State's office in compliance with Section 617.1101, Florida Statutes.

- I. The Surviving Corporation is the Florida Manufacturing and Chemical Council, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida.
- II. The Merging Corporation is the Florida Minerals Association, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida
- III. The Boards of Directors of the Surviving Corporation and of the Merging Corporation have determined that it is in the best interests of their respective corporations that the Merging Corporation be merged into the Surviving Corporation.
- IV. The terms and conditions of the merger are as follows:
 1. **Merger.** The Florida Minerals Association, Inc., shall merge with and into the Florida Manufacturing and Chemical Council, Inc., which shall be the Surviving Corporation.
 2. **Effective Date.** The merger shall become effective on January 1, 2003.
 3. **Name of Surviving Corporation.** The name of the Surviving Corporation, Florida Manufacturing and Chemical Council, Inc., shall be changed to the Florida Minerals and Chemistry Council, Inc., effective January 1, 2003.
 4. **Approval by Members.** This Plan and Agreement of Merger shall be submitted for approval by the members of the Merging Corporation and by the members of the Surviving Corporation in the manner provided by the laws of the State of Florida.
 5. **Board of Directors and Officers.** The directors and officers of the Surviving Corporation immediately before the merger shall continue to be the directors and officers immediately following the merger. In addition, the Merged Corporation shall be given two board member positions on the Surviving Corporation's Board of Directors, and the necessary revisions to the Surviving Corporation's bylaws shall be made to accommodate for these

positions. For calendar year 2003 one director shall be the President of the Merged Corporation holding that position on December 31, 2002. Beginning in calendar year 2003, the "Issue Leader" for a new "Land Management Issue Group" shall be a director. For calendar year 2003, this "Issue Leader" shall be appointed by the President of the Merged Corporation holding that position on December 31, 2002. The "Land Management Issue Group" and associated "Issue Leader" shall be established through a revision of the Surviving Corporation's bylaws. The bylaws shall also be revised to include the additional director position to be held by the President of the Merged Corporation for calendar year 2003.

6. Members. The members of the Surviving Corporation immediately before the merger shall all be members of the Surviving Corporation immediately following the merger and shall remain members upon payment of the appropriate dues, as set forth in the surviving Corporation's bylaws. The members of the Merged Corporation immediately before the merger shall become members of the Surviving Corporation upon paying the appropriate dues, as set forth in the Surviving Corporation's bylaws.

7. Dues Structure. The Merged Corporation accepts the membership dues' structure for the Surviving Corporation, as set forth in the Surviving Corporation's bylaws, except that members of the Merged Corporation who are "Associate Members" (described in the Merged Corporation's bylaws) immediately prior to the merger will be provided with a three-year phase-in to the Surviving Corporation's membership dues. The three-year phase-in shall be as follows:

a. In 2003, members of the Merging Corporation who were Associate Members immediately prior to the merger may become "Affiliate Members" of the Surviving Corporation (as set forth in the Surviving Corporation's bylaws) by paying one-third of the 2003 dues for Affiliate Members (which are established in the Surviving Corporation's bylaws).

b. In 2004, members of the Merging Corporation who were Associate Members immediately prior to the merger may become or remain "Affiliate Members" of the Surviving Corporation (as set forth in the Surviving Corporation's bylaws) by paying two-thirds of the 2004 dues for Affiliate Members (which are established in the Surviving Corporation's bylaws).

c. In 2005, members of the Merging Corporation who were Associate Members immediately prior to the merger may become or remain "Affiliate Members" of the Surviving Corporation (as set forth in the Surviving Corporation's bylaws) by paying the full amount of the 2005 dues for Affiliate Members (which are established in the Surviving Corporation's bylaws).

d. At the time a member of the Merged Corporation who is an Associate Member immediately prior to the merger desires "Sustaining Affiliate" status (as set forth in the Surviving Corporation's bylaws), such member must pay the full dues amount regardless of this three-year phase-in structure.

8. **Assets.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease and the Surviving Corporation, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of the Merging Corporation, without further action, shall be vested in the Surviving Corporation immediately following the merger.

9. **Liabilities.** The Merged Corporation shall settle all of its remaining liabilities or obligations by no later than January 1, 2003, so that there are no remaining liabilities or obligations. However, if there are any remaining liabilities or obligations following the merger, the Surviving Corporation shall be responsible for the liabilities and obligations of the Merging Corporation.

10. **Health and Safety Conference.** The Surviving Corporation will emphasize health and safety at the Surviving Corporation's semi-annual membership meetings. *^ one of us B &*

11. **Honorary Membership.** The Surviving Corporation will include an honorary membership category as part of its revised bylaws, to be reconsidered annually. The one current honorary member of the Merged Corporation shall be an honorary member of the Surviving Corporation during the year 2003, and the bylaws shall be revised to reflect this membership position.

IV. The Articles of Incorporation of the Surviving Corporation to be effected by the merger are set forth in the attached Articles of Restatement.

V. The Surviving Corporation's bylaws shall subsequently be revised to be consistent with the terms of this Plan and Agreement of Merger and the attached Articles of Restatement.

Executed on behalf of the parties by their undersigned officers, pursuant to the authorization provided by a vote of their respective membership.

FLORIDA MANUFACTURING AND
CHEMICAL COUNCIL, INC.

By:

Bill Crawford
Bill Crawford, President

FLORIDA MINERALS
ASSOCIATION, INC.

By:

Mike Batts
Mike Batts, President

Dated: October 29, 2002

180494

Dated: October 28, 2002

**ARTICLES OF RESTATEMENT
OF
FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC.**

ARTICLE I

Name

The name of the corporation is: FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC. (hereinafter referred to as "the Council"). This corporation was known as the "Florida Manufacturing and Chemical Council, Inc." prior to January 1, 2003.

ARTICLE II

Purpose

A. General:

The purposes for which the corporation is organized are:

1. to promote the best business interests of the minerals, chemistry, and related industries in Florida.
2. to disseminate facts to the member companies needed to create a better understanding of the role of the minerals, chemistry and related industries within the State of Florida.
3. to consult and cooperate with appropriate government bodies within the State of Florida.
4. to enhance generally the lawful purposes, interests, and objectives of the minerals, chemistry, and related industries within the overall development of the State of Florida.
5. to perform any of the foregoing activities directly or through the medium of donations, grants, loans, membership dues and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purposes described, hereinabove, either by the expenditure of the corporation's income or

principal assets, but always subject to the provisions of Section B of this Article II.

6. to do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes set forth herein to the fullest extent permitted by the laws of the State of Florida, but always subject to the provisions of Section B of this Article II.

B. Restrictions:

1. Notwithstanding any other provision of these articles, this corporation will not conduct any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

2. All of the funds and assets of this Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.

3. No member, director or officer of the corporation or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the Corporation, except for a reasonable compensation from services actually rendered in effecting one or more of the purposes of the corporation.

ARTICLE III

Membership

The qualifications, manner of admission to membership, types of membership with respective entitlements and voting rights, membership fees, and other membership regulations shall be as set forth in the bylaws of this corporation.

ARTICLE IV

Duration

The duration of the corporation is perpetual, unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

ARTICLE V

Incorporators

The name and residence address of the subscribing incorporator is: Nancy D. Stephens, 1311 Executive Center Drive, Suite 225, Tallahassee, Florida 32301.

ARTICLE VI

Management

A. The affairs of the corporation shall be managed by a Board of Directors who shall be selected annually or biennially as provided in the bylaws. The number of directors shall be established in the bylaws, but shall not be less than three.

B. The Corporation, by direction of its Board of Directors, has the power to do any and all things necessary to carry out the purposes of the corporation and possesses all rights and privileges and immunities and enjoys all benefits granted corporations of similar character under the laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.

C. No persons shall be authorized to act for the corporation except as specifically provided by its Board of Directors or in the bylaws.

ARTICLE VII

Officers

The officers of the corporation shall be those specified in the bylaws, and officers shall be elected biennially as provided in the bylaws.

ARTICLE VIII

Directors

The corporation shall be governed by a Board of Directors, as specified in the bylaws, consisting of at least three persons.

ARTICLE IX

Bylaws

The bylaws of the corporation shall be made, and may be altered or rescinded, by the members unless otherwise provided in the bylaws.

ARTICLE X

Articles of Incorporation

The Articles of Incorporation of the corporation may be amended in accordance with the laws of the State of Florida.

ARTICLE XI

Location of Office and Agent

1. The street address of this corporation's principal and registered office in the State of Florida is 1311 Executive Center Drive, Suite 225, Tallahassee, Florida 32301.
2. The name of this corporation's registered agent at the above address is Nancy D. Stephens.

ARTICLE XII

Stock

The corporation shall have no stock.

ARTICLE XIII

Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purposes.

Effective date: January 1, 2003.

Certificate

The Articles of Restatement include amendments to the Articles of Incorporation requiring member approval, as follows:

1. The name of the corporation under Article I was changed from Florida Manufacturing and Chemical Council, Inc. to Florida Minerals and Chemistry Council, Inc.
2. The purpose of the corporation under Article II was changed to address mineral interests and the mineral industry and to delete references to manufacturing interests and the manufacturing industry, as follows:

A. General:

The purposes for which the corporation is organized are:

1. to promote the best business interests of the ~~manufacturingminerals, chemistry~~al, and related industries in Florida.
2. to disseminate facts to the member companies needed to create a better understanding of the role of the ~~manufacturingminerals, chemistry~~al and related industries within the State of Florida.
3. to consult and cooperate with appropriate government bodies within the State of Florida.
4. to enhance generally the lawful purposes, interests, and objectives of the ~~manufacturingminerals, chemistry~~al, and related industries within the overall development of the State of Florida.
3. Article VI, paragraph A, was changed to provide for the biennial selections of members of the Board of Directors, in addition to annual selections, as provided in the bylaws.
4. Article VII was changed to reflect that officers shall be elected biennially rather than annually.
5. The effective date of the amendments and the Articles of Restatement is January 1, 2003.

The members of the Florida Manufacturing and Chemical Council, Inc., approved the amendments on October 29, 2002, to become effective on January 1, 2003. The number of votes cast in favor of the amendments was sufficient for approval.

FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC.

Bill Crawford
Bill Crawford, President

10/29/02
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nancy D. Stephens
Nancy D. Stephens, Registered Agent

10/29/02
Date