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MERGER OR SHARE EXCHANGE

Catholic Charities of Central Florida Housing, Inc.

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Help

STATE OF FLORIDA
ARTICLES OF MERGER
OF

EAST COAST MANUFACTURING, INC.
(a Florida for profit corporation)

WITH AND INTO

CATHOLIC CHARITIES OF CENTRAL FLORIDA HOUSING, INC.
(a Florida not for profit corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to applicable provisions of Chapter 607 of the Florida Business Corporation Act and Chapter 617 of the Florida Not For Profit Corporation Act, East Coast Manufacturing, Inc., a Florida for profit corporation ("ECM") and Catholic Charities of Central Florida Housing, Inc., a Florida not for profit corporation ("CCCFH"), hereby adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, shall be Catholic Charities of Central Florida Housing, Inc., a Florida not for profit corporation.

ADOPTION OF PLAN

On the 5th day of December, 2011 (the "Adoption Date"), the board of directors of ECM and CCCFH, respectively, adopted the Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). On the Adoption Date the sole shareholder of ECM and the sole member of CCCFH, respectively, adopted the Plan of Merger pursuant to written action without a meeting.

PLAN OF MERGER

The plan of merger is as set forth in the Plan of Merger, attached hereto as Exhibit "A" and incorporated herein for all purposes.

EFFECTIVE DATE

The merger of ECM with and into CCCFH will become effective on the date of the filing of these Articles of Merger with the State of Florida, Department of State, Division of Corporations.

SURVIVING CORPORATION

ECM shall merge with and into CCCFH, with CCCFH continuing as the surviving corporation. The principal office of CCCFH is located at 1819 North Semoran Boulevard, Orlando, Florida 32807. CCCFH is deemed to have appointed the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation of ECM.

[Signature page follows.]

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IN WITNESS WHEREOF the parties have duly executed this Agreement on the day and
year first above written.

East Coast Manufacturing, Inc., a Florida for profit
corporation

Signature: Arne Nelson

Name: Arne Nelson

As Its: president

Date: 5 Dec 2011

Catholic Charities of Central Florida Housing, a Florida
not for profit corporation

Signature: Arne Nelson

Name: Arne Nelson

As Its: president

Date: 5 Dec 2011

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EXHIBIT "A"

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 5, 2011, by and between East Coast Manufacturing, Inc., a Florida for profit corporation and Catholic Charities of Central Florida Housing, Inc., a Florida not for profit corporation. Pursuant to Section 617.1101 of the Florida Not For Profit Corporation Act and Section 607.1101 of the Florida Business Corporation Act, the parties hereby agree that East Coast Manufacturing, Inc. shall merge with and into Catholic Charities of Central Florida Housing, Inc. (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation shall be Catholic Charities of Central Florida Housing, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is East Coast Manufacturing, Inc.

SECOND: The Merger shall be effective under the applicable provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act upon the filing of the Articles of Merger with the State of Florida, Department of State, Division of Corporations, respectively (the "Effective Date"). Upon the Merger, the corporate existence of Catholic Charities of Central Florida Housing, Inc., with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of East Coast Manufacturing, Inc., with all of its purposes, powers and objects, shall be merged with and into Catholic Charities of Central Florida Housing, Inc., but only to the extent the same is not inconsistent with the charitable, not for profit purposes for which Catholic Charities of Central Florida Housing, Inc. is incorporated, and Catholic Charities of Central Florida Housing, Inc., as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of East Coast Manufacturing, Inc. shall cease as of the Effective Date.

THIRD: Pursuant to Section 617.1103 of Florida Not For Profit Corporation Act and Section 607.1103 of the Florida Business Corporation Act, on December 5, 2011, the board of directors and the sole shareholder of East Coast Manufacturing, Inc., as well as the board of directors and the sole member of Catholic Charities of Central Florida Housing, Inc., have, by written consent, duly adopted and approved the Merger.

FOURTH: As of the Effective Date: (A) the issued and outstanding shares of the stock of East Coast Manufacturing, Inc. shall, by virtue of the Merger and without any action by the holder thereof, cease to have any value, rights or obligations separate and apart from Catholic Charities of Central Florida Housing, Inc.; and (B) the certificates representing the issued and outstanding shares of East Coast Manufacturing, Inc. shall likewise cease to have any value, rights or obligations separate and apart from Catholic Charities of Central Florida Housing, Inc.,

FIFTH: From and after the Effective Date, the Articles of Incorporation of East Coast Manufacturing, Inc. shall be deemed repealed, and the Articles of Incorporation of Catholic Charities of Central Florida Housing, Inc. shall be the Articles of Incorporation of the Surviving Corporation.

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SIXTH: From and after the Effective Date, the bylaws of East Coast Manufacturing, Inc. shall be deemed repealed, and the bylaws of the Catholic Charities of Central Florida Housing, Inc. shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed, as therein provided or as provided by law.

SEVENTH: The directors and officers in office of Catholic Charities of Central Florida Housing, Inc. shall, upon the Effective Date of the Merger, be the members of the first board of directors and the first officers of the Surviving Corporation, all of whom shall hold their positions until the election or appointment of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

EIGHTH: All property (personal and real property) shall, as of the date of merger, become property of the Surviving Corporation and become and remain in use for and consistent with the tax exempt purpose of CCCFH.

[Remainder of page intentionally left blank. Signature page follows.]

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IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

EAST COAST MANUFACTURING, INC., a
Florida for profit corporation

By: Arne Nelson

Name: Arne Nelson

As Its: president

CATHOLIC CHARITIES OF CENTRAL
FLORIDA HOUSING, INC., a Florida not for
profit corporation

By: Arne Nelson

Name: Arne Nelson

As Its: president

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