

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000293202 3)))



H150002932023ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305) 789-7758  
Fax Number : (305) 789-7799

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FILED  
2015 DEC 11 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

U.S. Green Building Council South Florida Chapter,

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$253.75

merger/cc

DEC 14 2015

I ALBRITTON

Electronic Filing Menu

Corporate Filing Menu

Help

(((H15000293202 3)))

FILED  
2015 DEC 11 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Not for Profit Corporation)**

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

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
U.S. Green Building Council South Florida Chapter, Inc.	Florida	N07000002596

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Central Florida Chapter of the Green Building Council, Inc.	Florida	N06000000632
U.S. Green Building Council – Heart of Florida Chapter, Inc.	Florida	N07000006523
U.S. Green Building Council – North Florida Chapter, Inc.	Florida	N05000010285
U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.	Florida	N04000009482
U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.	Florida	N07000011584
U.S. Green Building Council – Florida Capital Region Chapter, Inc.	Florida	N07000006868

**Third:** The Plan of Merger is attached as Exhibit A.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the “Effective Time”).

**Fifth: Adoption of Merger by Surviving Corporation**

The plan of merger was adopted by the board of directors on August 11, 2015. The number of directors in office was fourteen (14). The vote for the plan was as follows: 14 FOR 0 AGAINST

**Sixth: Adoption of Merger by Merging Corporations**

Central Florida Chapter of the Green Building Council, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 12, 2015. The number of directors in office was nine (9). The vote for the plan was as follows: 9 FOR 0 AGAINST

U.S. Green Building Council – Heart of Florida Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 26, 2015. The number of directors in office was six (6). The vote for the plan was as follows: 6 FOR 0 AGAINST

U.S. Green Building Council – North Florida Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 9,

(((H15000293202 3)))

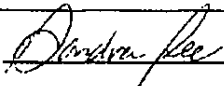
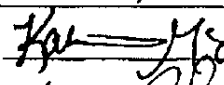
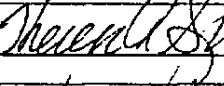
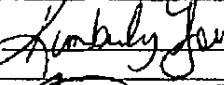

2015. The number of directors in office was eleven (11). The vote for the plan was as follows: 11 FOR 0 AGAINST

U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 25, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 14, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Florida Capital Region Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 24, 2015. The number of directors in office was six (6). The vote for the plan was as follows: 6 FOR 0 AGAINST

**Seventh: Signatures for Each Corporation**

<u>Name of Corporation</u>	<u>Signature of the chairman/vice chairman of the board or an officer</u>	<u>Name of Individual &amp; Title</u>
U.S. Green Building Council South Florida Chapter, Inc.		SANDRA LEE PRESIDENT
Central Florida Chapter of the Green Building Council, Inc.		KATHY LAWSON PRESIDENT
U.S. Green Building Council – Heart of Florida Chapter, Inc.		Theresa Spurling-Wood President
U.S. Green Building Council – North Florida Chapter, Inc.		Kimberly Jones Chair
U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.		A. Taylor President
U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.		
U.S. Green Building Council – Florida Capital Region Chapter, Inc.		

(((H15000293202 3)))

(((H15000293202 3)))

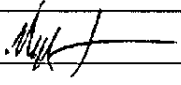
2015. The number of directors in office was eleven (11). The vote for the plan was as follows: 11 FOR 0 AGAINST

U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 25, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 14, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Florida Capital Region Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 24, 2015. The number of directors in office was six (6). The vote for the plan was as follows: 6 FOR 0 AGAINST

**Seventh: Signatures for Each Corporation**

<u>Name of Corporation</u>	<u>Signature of the chairman/vice chairman of the board or an officer</u>	<u>Name of Individual &amp; Title</u>
U.S. Green Building Council South Florida Chapter, Inc.		
Central Florida Chapter of the Green Building Council, Inc.		
U.S. Green Building Council – Heart of Florida Chapter, Inc.		
U.S. Green Building Council – North Florida Chapter, Inc.		
U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.		
U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.		Aneurin Grant Chair
U.S. Green Building Council – Florida Capital Region Chapter, Inc.		

(((H15000293202 3)))

(((H15000293202 3)))

2015. The number of directors in office was eleven (11). The vote for the plan was as follows: 11 FOR 0 AGAINST

U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 25, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 14, 2015. The number of directors in office was thirteen (13). The vote for the plan was as follows: 13 FOR 0 AGAINST

U.S. Green Building Council – Florida Capital Region Chapter, Inc.: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 24, 2015. The number of directors in office was six (6). The vote for the plan was as follows: 6 FOR 0 AGAINST

**Seventh: Signatures for Each Corporation**

<u>Name of Corporation</u>	<u>Signature of the chairman/vice chairman of the board or an officer</u>	<u>Name of Individual &amp; Title</u>
U.S. Green Building Council South Florida Chapter, Inc.	_____	
Central Florida Chapter of the Green Building Council, Inc.	_____	
U.S. Green Building Council – Heart of Florida Chapter, Inc.	_____	
U.S. Green Building Council – North Florida Chapter, Inc.	_____	
U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.	_____	
U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.	_____	
U.S. Green Building Council – Florida Capital Region Chapter, Inc.	<u>Christina Freeman</u>	Christina Freeman President

(((H15000293202 3)))

(((H15000293202 3)))

**EXHIBIT A**  
**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
U.S. Green Building Council South Florida Chapter, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Central Florida Chapter of the Green Building Council, Inc.	Florida
U.S. Green Building Council – Heart of Florida Chapter, Inc.	Florida
U.S. Green Building Council – North Florida Chapter, Inc.	Florida
U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.	Florida
U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.	Florida
U.S. Green Building Council – Florida Capital Region Chapter, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

In accordance with the Florida Not For Profit Corporation Act, U.S. Green Building Council South Florida Chapter, Inc. (the "Surviving Corporation") shall be merged with and into Central Florida Chapter of the Green Building Council, Inc., U.S. Green Building Council – Heart of Florida Chapter, Inc., U.S. Green Building Council – North Florida Chapter, Inc., U.S. Green Building Council – Florida Gulf Coast Chapter, Inc., U.S. Green Building Council – Northern Gulf Coast Chapter, Inc., and U.S. Green Building Council – Florida Capital Region Chapter, Inc. (collectively, the "Merging Entities"), the separate existence of Merging Entities shall cease and South Florida shall be the surviving corporation (the "Merger"). The Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of the Merging Entities without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Entities, and neither the rights of the creditors nor any liens on the property of the Merging Entities shall be impaired by the Merger.

FOURTH: A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the Merger:

The Surviving Corporation's Articles of Incorporation, as previously amended, restated, supplemented or otherwise modified, and as in effect immediately prior to the Effective Time, shall be amended and restated in their entirety as set forth in the Amended and Restated Articles of Incorporation attached to this Plan of Merger and, as so amended and restated, such Articles of Incorporation shall be the Articles

(((H15000293202 3)))

((H15000293202 3)))

of Incorporation of the Surviving Corporation, unless and until further amended in accordance with the Florida Not For Profit Corporation Act. In accordance with the amendment to the Articles of Incorporation of the Surviving Corporation, upon the Effective Time, the name of the Surviving Corporation will be changed to "U.S. Green Building Council Florida Chapter, Inc."

**FIFTH: Other provisions relating to the Merger:**

1. The Surviving Corporation will continue its corporate existence as a Florida not for profit corporation that is exempt from federal taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall continue to conduct its charitable activities and its business consistent with the purposes stated in its governing documents (as amended by this Plan of Merger) and the governing documents of the Merging Entities and pursuant to applicable state and federal law.
2. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, unless and until further amended in accordance with the Florida Not For Profit Corporation Act.
3. At the Effective Time, the members of the Board of Directors of the Surviving Corporation will be as follows:

Mike Hess

Robyn Flowers

Michael Carlson

Theresa Spurling-Wood

Mark Gelfo

Kelly Wieczorek

Sandra Lee

Such persons will serve on the Board of Directors until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

4. At the Effective Time, the officers of the Surviving Corporation will be as follows:

Mike Hess                      President

Mark Gelfo                     Vice President

Michael Carlson              Secretary

Sandra Lee                     Treasurer

((H15000293202 3)))

((H15000293202 3))

Such persons will serve as officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

If at any time the Surviving Corporation determines that any further assignments, conveyances or assurances are necessary or desirable to vest in the Surviving Corporation the title to any property, rights or other interests of the Merging Entities, the officers of the Merging Entities most recently in office shall execute such assignments, conveyances or assurances and do all acts that may be necessary or appropriate to vest title in the property, rights or other interests in the Surviving Corporation and otherwise to carry out the intent and purposes of this Plan of Merger.

5. At the Effective Time, each member of the Merging Entities shall become a member of the Surviving Corporation and enjoy the same membership privileges of all members of the Surviving Corporation. The Surviving Corporation will accept all current Merging Entities members who are in good standing.

6. For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument, and facsimile and portable document format signatures shall have the same effect as original signatures.

7. This Plan of Merger shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.


((H15000293202 3))



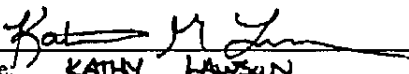
(((H15000293202 3)))

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Plan of Merger on Dec. 11, 2015.

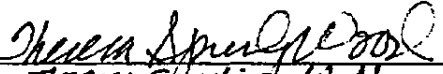
U.S. Green Building Council South Florida Chapter, Inc.

By:   
Name: SANDRA LEE  
Title: PRESIDENT

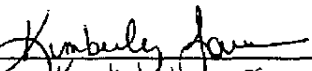
Central Florida Chapter of the Green Building Council, Inc.

By:   
Name: KATHY LAWSON  
Title: PRESIDENT

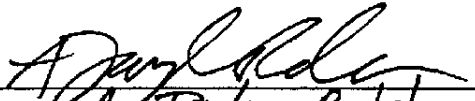
U.S. Green Building Council – Heart of Florida Chapter, Inc.

By:   
Name: Theresa Spurling-Ward  
Title: President

U.S. Green Building Council – North Florida Chapter, Inc.

By:   
Name: Kimberly Davis  
Title: Chair

U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.

By:   
Name: Amy Ralch  
Title: President

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(((H15000293202 3)))

(((H15000293202 3)))

U.S. Green Building Council – Florida Capital Region Chapter, Inc.

By: Christina Freeman  
Name: Christina Freeman  
Title: President

(((H15000293202 3)))

(((H15000293202 3)))

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Plan of Merger on Dec. 11, 2015.

U.S. Green Building Council South Florida Chapter, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Central Florida Chapter of the Green Building Council, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Green Building Council – Heart of Florida Chapter, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

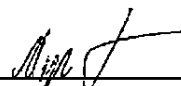
U.S. Green Building Council – North Florida Chapter, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Green Building Council – Florida Gulf Coast Chapter, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Green Building Council – Northern Gulf Coast Chapter, Inc.

By:   
Name: AUBREY GRANT  
Title: CHAIR

(((H15000293202 3)))