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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 MAR -8 P 12:32

FILED

MAR 19 2019
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HABITAT FOR HUMANITY OF PINELLAS COUNTY, 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:

ELLEN HIRSCH DE HAAN, ESQ.

(Contact Person)

WETHERINGTON HAMILTON, P.A.

(Firm/Company)

812 W. DR. MLK JR. BLVD, SUITE 101

(Address)

TAMPA, FL 33603

(City/State and Zip Code)

For further information concerning this matter, please call:

ELLEN HIRSCH DE HAAN, ESQ.

(Name of Contact Person)

At (813) 676-9073

(Area Code & Daytime Telephone Number)

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER
NOT FOR PROFIT CORPORATION

FILED

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes. 2019 MAR 08 P 12 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the Surviving Corporation:

Habitat for Humanity of Pinellas County, Inc. Florida N07086

Second: The name and jurisdiction of the Merging Corporation:

West Pasco Habitat for Humanity, Inc. Florida N37827

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR July 1, 2019.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

Section III 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 February 25, 2019. The number of directors in office was 21. The vote for the plan was as follows:

18 FOR 0 AGAINST.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION

Section III 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 February 27, 2019. The number of directors in office was 14. The vote for the plan was as follows:

13 FOR 0 AGAINST.

Seventh: SIGNATURES FOR EACH CORPORATION

HABITAT FOR HUMANITY OF PINELLAS COUNTY, INC.

By: Ellen Hirsch de Haan
Ellen Hirsch de Haan, Esq., attorney in fact

WEST PASCO HABITAT FOR HUMANITY, INC.

By: Ellen Hirsch de Haan
Ellen Hirsch de Haan, Esq., attorney in fact

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, and is attached to the Articles of Merger which are being filed with the Division of Corporations for the State of Florida.

The name and jurisdiction of the **Surviving Corporation**:

Habitat for Humanity of Pinellas County, Inc. Florida

The name and jurisdiction of each **Merging Corporation**:

West Pasco Habitat for Humanity, Inc. Florida

A statement of any changes in the Articles of Incorporation of the surviving corporation to be effected by the merger is as follows:

1. The current language of Article IV - MEMBERSHIP is deleted in its entirety and replaced with the following:

There are no members in this corporation. All rights are reserved to the Board of Directors.

2. The current language of Article VIII - AMENDMENT is deleted in its entirety and replaced with the following:

Amendments to these Articles of Incorporation may be approved by two-thirds (2/3) of the directors in office at the time the amendment is adopted who are present at a meeting at which a quorum is present.

3. The current language of Article IX - FISCAL YEAR is deleted in its entirety and replaced with the following:

The fiscal year of the corporation shall be from July 1 to June 30 of the following year.

The terms and conditions of the merger are as follows:

1. The current Board of Directors of West Pasco Habitat for Humanity, Inc. shall merge into the Board for Habitat for Humanity of Pinellas County, Inc., subject to remaining lengths of terms in office, beginning with Directors who are seated on July 1, 2019. The Boards acknowledge that the merger is in the best interest of each corporation, and endorse this Plan of Merger.

The initial Board of Directors of the Surviving Corporation will be:

Name	Email Address	Term End
Chuck Aldrich	chuckjaldrich@yahoo.com	06/2021 - 2 nd term
Alfredo Anthony	alfredo@numilstrat.net	06/2020 - 1 st term
Ronice Barlow	rbarlow@frk.com	06/2020 - 1 st term
Massimo Bosso	Max.Bosso@RyanCompanies.com	06/2019 - 1 st yr
Brandon Brayboy	BBrayboy@alltrustinsurance.com	06/2021 - 1 st term
Jason Clement	jason@sportadvisory.com	06/2020 - 2 nd term
Scott Daigle	Scott.Daigle@td.com	06/2021 - 2 nd term
Tamara DeBose	ccchuckles@yahoo.com	Non-Voting
Kimberly Falana	kfalana66@yahoo.com	06/2019 - 1 st yr
Joe Faw	jfaw@baytobayproperties.com	06/2021 - 2 nd term
Scott Gault	sgault@bankoftampa.com	06/2019 - 1 st term
Matt Godri	mattg@midfinance.com	06/2021 - 1 st term
Ellen Hirsch de Haan	Ellen@whhlaw.com	06/2020 - 1 st term
Chris Kamke	CKamke@amaliearena.com	06/2021 - 1 st term
Anysia McDowall	amcdowall@tampaedc.com	06/2021 - 1 st term
Dav Mosby	dav.mosby@raymondjames.com	06/2019 - 1 st term
Karl Nurse	Karl@baytechlabel.com	06/2019 - 1 st yr
Kristi Pettit	kristi.cheatham-pettit@clearwatergas.com	06/2021 - 1 st term
Amy Rettig	amy.rettig@nielsen.com	06/2019 - 1 st term
Tracy West	twest@thecopperheads.org	06/2021 - 2 nd term
Dr. Tonjua Williams	williams.tonjua@spscollege.edu	06/2019 - 1 st yr
Chris Chambers	Chris@Chamberslaw.com	6/2019 - 2 nd term
Anthony Esposito	Tony@danaent.com	6/2021 - 2 nd term
Kim Bogart	Bogartk@cityofnewportrichey.org	6/2021 - 1 st Term
Amanda Hart	Amanda@blackjack.com	6/2020 - 2 nd term
Al Corture	No email	Honorary member
Julie Holt	julie@ancote-title.com	6/2019 - 2 nd term
Patti Templeton	patti@onecommunitynow.com	6/2021 - 1 st term
Jarret Dixon	masterrestoration@gmail.com	6/2019 - 2 nd term
James Downey	JDowney@valley.com	6/2020 - 1 st term
David Longspaugh	David@yoursunsetrealty.com	6/2021 - 1 st term
Lauren LeTona	letonal@cityofnewportrichey.org	6/2020 - 1 st term
Jack Mariano	jmariano@pascocountyfl.net	6/2020 - 1 st term
Barry Horvath	Barry@advisorsmortgagegroup.net	6/2021 - 1 st term
Dan Ernest	Gotodan@fairwaymc.com	6/2020 - 1 st term

2. The operations of the Surviving Corporation will be governed by the new Board of Directors, subject to its Articles of Incorporation as amended in the merger documents, and its amended and restated By-Laws.

3. At the next annual election, the Nominating Committee will prepare a slate of nominations to fill vacant positions.

Other provisions relating to the merger are as follows:

1. Habitat for Humanity of Pinellas County, Inc. shall be the surviving corporation.

2. The staff of the Merging Corporation shall continue to be employed in the West Pasco location, with support from the staff of the Surviving Corporation.

3. The CEO of the surviving corporation shall supervise staff of West Pasco Habitat for Humanity.

4. The operations of West Pasco Habitat for Humanity will continue to be handled at the offices in New Port Richey, Florida.

5. The merged Board of Directors of the Surviving Corporation shall work together to review and finalize policies and committee charters, including a plan to communicate the merger to current and potential homeowner candidates and current and potential donors, to ensure a smooth transition and minimal interruption of services. Any revisions to the policies shall be present to the merged Board of Directors for approval. Copies will be provided to Staff as applicable.

6. The Surviving Corporation and the Merging Corporation adopt this Plan of Merger in accordance with applicable law

7. The Surviving Corporation will register a Fictitious Name for day to day business operations and communications, which will be Habitat for Humanity of Pinellas and West Pasco Counties.

8. Corporate offices will be located at:

Corporate Headquarters:

13355 49th Street North, Clearwater, FL 33762

Other Offices:

1350 22nd Street South, St. Petersburg, FL
4131 Madison Street, New Port Richey, FL 34652

ReStore Locations:

4131 Madison Street, New Port Richey, FL 34652
13355 49th Street North, Clearwater, FL 33762

9. The Surviving Corporation and the Merging Corporation agree that all rights, assets, debt, and liabilities of the Merging Corporation will be transferred to and assumed by the Surviving Corporation, as disclosed during the preliminary due diligence period.

10. Copies of the amended and restated Bylaws will be provided to all Directors.

Adopted this 1st day of March, 2019

HABITAT FOR HUMANITY OF PINELLAS COUNTY, INC.

By: Ellen Hirsch de Haan
Ellen Hirsch de Haan, Esq., attorney in fact

WEST PASCO HABITAT FOR HUMANITY, INC.

By: Ellen Hirsch de Haan
Ellen Hirsch de Haan, Esq., attorney in fact