

N 07203

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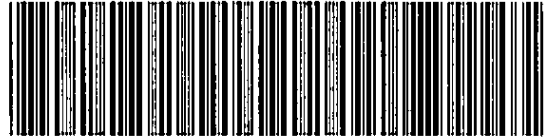
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2019 NOV 13 AM 9:02

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Greater Clearwater Chamber of Commerce, 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:

John Muley

(Contact Person)

Wetherington Hamilton, PA

(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:

John Muley

(Name of Contact Person)

At (813) 225-1918

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2019

JOHN MULEY
812 W. DR. MLK JR., BLVD.
SUITE 101
TAMPA, FL 33603

SUBJECT: GREATER CLEARWATER CHAMBER OF COMMERCE, INC.
Ref. Number: N07203

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 619A00022107

ARTICLES OF MERGER
NOT FOR PROFIT CORPORATION

2019 NOV 13 AM 9:03

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:

Greater Clearwater Chamber of Commerce, Inc. Florida N07203

Second: The name and jurisdiction of the Merging Corporation:

Clearwater Beach Chamber of Commerce, Inc. Florida N95000005589

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 October 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 September 26, 2019. The number of directors in office was 27. The vote for the plan was as follows: 27 FOR and 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 September 30, 2019. The number of directors in office was 22. The number of directors attending the meeting was 15. The vote for the plan was as follows: 14 FOR and 1 AGAINST.

Seventh: SIGNATURES FOR EACH CORPORATION;

GREATER CLEARWATER CHAMBER OF COMMERCE, INC..

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

CLEARWATER BEACH CHAMBER OF COMMERCE, 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**:

Greater Clearwater Chamber of Commerce, Inc. Florida

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

Clearwater Beach Chamber of Commerce, 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 VI is amended to read:

The number of the ~~Governors~~ Directors constituting the Board of ~~Governors~~ Directors of the corporation is ~~40~~ 21 . . .

2. The following is added as a new Article IX to read as follows:

ARTICLE IX

Amendments to these Articles of Incorporation may be approved by a majority of the directors who are present at a meeting at which a quorum is present.

The terms and conditions of the merger are as follows:

1. The Boards acknowledge that the merger is in the best interest of each corporation, and endorse this Plan of Merger. The current Board of Directors of Clearwater Beach Chamber of Commerce, Inc. shall merge into the Board for Greater Clearwater Chamber of Commerce, beginning with Directors who are seated on October 1, 2019. They shall serve until the annual meeting at such date in January, 2020 as the Board may determine.

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

Amanda Payne	Bruce Rector
Ray Ferrara	Jason Zelenak
Robert Roperti	Frank Dame
Mike Sutton	Mary Reischmann
Katie Cole	Miguel Diaz

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 in accordance with the By-Laws.

Other provisions relating to the merger are as follows:

1. Greater Clearwater Chamber of Commerce, Inc. shall be the surviving corporation.
2. The staff of the Merging Corporation shall continue to be employed at the Clearwater Beach location, with support from the staff of the Surviving Corporation.
3. The CEO of the Greater Clearwater Chamber of Commerce, Inc. shall supervise all staff, regardless of location.
4. The merged Board of Directors of the Surviving Corporation shall work together to review and finalize policies, including a plan to communicate the merger to current and potential members and potential members, 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.
5. The Surviving Corporation and the Merging Corporation adopt this Plan of Merger in accordance with applicable law
6. The Surviving Corporation will register a Fictitious Name for day to day business operations and communications, which will be Amplify Clearwater.
7. Corporate offices will be located at: 600 Cleveland St., Suite 204, Clearwater, FL 33755. Additional offices will be located at: 429 Poinsettia Avenue, Clearwater Beach, FL 33767.
8. 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.
9. Copies of the amended and restated Bylaws will be provided to all Directors.

Adopted this 1st day of October, 2019

GREATER CLEARWATER CHAMBER OF COMMERCE, INC.

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

CLEARWATER BEACH CHAMBER OF COMMERCE, INC.

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