

Division of Corporations

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N07854

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
COMMUNITY COOPERATIVE MINISTRIES, INC.

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**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>
Community Cooperative Ministries, Inc.	Florida	N07854

SECOND. The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Meals on Wheels of Lee County, Florida, Inc.	Florida	722163
Faith in Action Caring for the Elderly of Southwest Florida, Inc.	Florida	N95000004275

EFFECTIVE DATE

6-30-06

THIRD. The Plan of Merger is attached.

FOURTH. The merger shall become effective as of the close of business on the 30th day of June, 2006.

FIFTH. The Plan of Merger was adopted by the Board of Trustees of the surviving corporation present at a meeting held on January 30, 2006. The Board of Trustees are also the surviving corporation's only members. The Board of Trustees has ten (10) members. The vote for the Plan of Merger was as follows: nine (9) FOR, zero (0) AGAINST, and one (1) ABSENT.

SIXTH.

- (a) The Plan of Merger was adopted by the Board of Directors of Meals on Wheels of Lee County, Florida, Inc. (a "merging corporation"), present at a meeting held on January 10, 2006. The Board of Directors are also the merging corporation's only members. The Board of Directors has thirteen (13) members. The vote for the Plan of Merger was as follows: eleven (11) FOR, zero (0) AGAINST, one (1) ABSENT and one (1) ABSTENTION.
- (b) The Plan of Merger was adopted by the Board of Directors of Faith in Action Caring for the Elderly of Southwest Florida, Inc., by a unanimous written resolution, executed in accordance with Section 617.0821, Florida Statutes. There are no members entitled to vote on the Plan of Merger.

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SEVENTH. Signatures for each corporation:

Surviving Corporation:

Community Cooperative Ministries,
Inc.

By: Edmund L. Head
Print Name: Edmund L. Head
Title: President

Merging Corporations:

Meals on Wheels of Lee County, Florida,
Inc.

By: John T. McGee II
Print Name: John T. McGee II
Title: President MDW

Faith in Action Caring for the Elderly of
Southwest Florida, Inc.

By: Rev. John E. Eklund
Print Name: Rev. John E. Eklund
Title: Pastor

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

1. Surviving Corporation. The name and jurisdiction of the surviving corporation is Community Cooperative Ministries, Inc., a Florida corporation not for profit ("CCMI").

CCMI is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a private foundation within the meaning of Section 509(a) of the Code. CCMI's purposes, as set forth in its Bylaws, are to: help eliminate hunger; assist children and families; and offer friendship, education, love and support to the needy. CCMI achieves these purposes through the operation of a food kitchen in Lee County, Florida and through the operation of a day care center in Lee County, Florida. CCMI also assists other charitable organizations in the Lee County, Florida area by preparing meals in its soup kitchen facility for distribution to the needy in the area.

2. Merging Corporations. The name and jurisdiction of the merging corporations are as follows: Meals on Wheels of Lee County, Florida, Inc., a Florida corporation not for profit ("MOW"), and Faith in Action Caring for the Elderly of Southwest Florida, Inc., a Florida corporation not for profit ("FIA").

MOW is a tax-exempt organization under Section 501(c)(3) of the Code, and is not a private foundation within the meaning of Section 509(a) of the Code. MOW's purpose, as set forth in its Bylaws, is to provide prepared meals and to deliver food and meals, without profit, to the homebound aged, convalescent and handicapped individuals who, for physical or psychological reasons are unable to prepare food and meals for themselves, and would otherwise go without a hot meal. MOW achieves this purpose by delivering prepared meals to the needy. Generally, the meals delivered by MOW are prepared by CCMI at the soup kitchen.

FIA is also a tax-exempt organization under Section 501(c)(3) of the Code, and is not a private foundation within the meaning of Section 509(a) of the Code. FIA's purpose, as set forth in its Bylaws, is to operate and conduct business as a charitable organization as described in Section 501(c)(3) of the Code in order to promote and advance the quality of life for senior citizens. FIA achieves this purpose by, among other things, assisting the elderly in getting to doctors' appointments and securing public service organizations to make repairs to the homes of the elderly. Generally, these activities are intended to help maintain the elderly in their own homes and avoid the necessity of admitting them to nursing homes. Those citizens assisted by FIA are also, generally, the recipients of the meals made by CCMI and delivered by MOW.

3. Purpose of Merger. Given the symbiotic nature of the entities' purposes, CCMI, MOW, and FIA (collectively, the "Organizations" and individually, an "Organization") have decided to merge into one entity in order to consolidate their charitable efforts,

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reduce the total administrative costs of operating the Organizations, and generally to operate more efficiently.

4. **Terms and Conditions.** The terms and conditions of the merger are as follows:

(a) **Merger.** In accordance with the provisions of the Florida Not For Profit Corporation Act, MOW and FIA shall merge with and into CCMI (the "Merger"), the separate existence of MOW and of FIA shall cease, and CCMI shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

(b) **Effective Date.** The Merger shall become effective as of the close of business on the 30th day of June, 2006 (the "Effective Date").

(c) **Effect of Merger.** The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act.

(d) **Board of Trustees.** The members of the Board of Trustees of the Surviving Entity shall be as follows:

Shirley Burns	913 SE 23 rd Street Cape Coral, Florida 33991
Sybil Edgar	1526 Myerlee Country Club Blvd. Fort Myers, Florida 33919
Alan Francis	P.O. Box 50210 Fort Myers, Florida 33906
Sam M. Galloway, Jr.	P.O. Box 70 Fort Myers, Florida 33902
Edward Geist	5783 Arvine Circle Fort Myers, Florida 33919
Rev. Richard Grady	S. Hilary's Episcopal 5011 McGregor Blvd. Fort Myers, Florida 33901
Judge Leigh Hayes	P.O. Box 1447 Fort Myers, Florida 33902
Christine Larson	Florida Legal Rural Services P.O. Box 51033 Fort Myers, Florida 33994
John Poole	12190 Wellesley Court Fort Myers, Florida 33913

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John McGee	Oswald, Trippe and Company, Inc. 13515 Bell Tower Drive Fort Myers, Florida 33907
Jerry Elliott	Lee Memorial Health System P.O. Box 2218 Fort Myers, Florida 33902
Helen Fallert	5573 Burning Court Fort Myers, Florida 33919
Karen Ryan, APR	LCEC P.O. Box 3455 North Fort Myers, Florida 33918
Denny Brown	7696 Eagles Flight Lane Fort Myers, Florida 33912
Stephen Hooper	Lee County Justice Center 1700 Monroe Street # 1213 Fort Myers, Florida 33901
Nancy Metz	925 SE 52 nd Street Cape Coral, Florida 33914
Luanne Morrison	1613 Ricardo Ave. Fort Myers, Florida 33901

(e) Honorary Members. Those persons or entities who are currently members of MOW or FIA and who are not members of the Board of Trustees of the Surviving Entity shall be "honorary members" of the Surviving Entity, as such term is described in Section 5.3 of the Bylaws of the Surviving Entity.

(f) Names. In order to perpetuate the use of the names and associated designs for "Meals on Wheels of Lee County, Florida" and "Faith in Action Caring for the Elderly of Southwest Florida", the Board of Trustees of the Surviving Entity shall take such steps as are necessary to register such names and associated designs as fictitious names and/or trademarks in the State of Florida.

5. Approval. This Plan of Merger has been approved by: (i) a majority of the members of CCMI, which members are all of the members of the Board of Trustees of CCMI; (ii) a majority of the members of MOW, which members are all of the members of the Board of Directors of MOW; and (iii) the unanimous written consent of the Board of Directors of FIA; FIA does not have any members entitled to vote on the Plan of Merger.

This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original instrument, and said counterparts shall constitute but one

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and the same instrument which may be sufficiently evidenced by one counterpart. Facsimile copies of executed documents or executed documents sent as a PDF attachment to an e-mail transmission, shall be deemed originals for all purposes.

The undersigned have caused this Plan of Merger to be made and entered into as of this 23rd day of June, 2006.

Surviving Corporation:

Community Cooperative Ministries,
Inc.

By: Ed L. Gault
Print Name: Edward L. Gault
Title: President

Merging Corporations:

Meals on Wheels of Lee County, Florida,
Inc.

By: John T. McGee
Print Name: John T. McGee
Title: President MOW

Faith in Action Caring for the Elderly of
Southwest Florida, Inc.

By: Rev. John Zander
Print Name: Rev. John Zander
Title: President FIA