

N08000007159

Florida Department of State
Division of Corporations
Public Access System

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.

(((H08000184897 3)))



H080001848973A8CC

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

08 JUL 31 AM 8:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Hispanic Chamber of Commerce of Northern and Souther

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

08 JUL 31 AM 8: 26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

FLORIDA HISPANIC CHAMBER OF COMMERCE LLC,
a Florida limited liability company

into

**HISPANIC CHAMBER OF COMMERCE OF
NORTHERN AND SOUTHERN FLORIDA, INC.,**
a Florida not-for-profit corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 608.4382 and 607.0302, Florida Statutes.

FIRST: The name, jurisdiction and form/entity type for each merging party are as follows:

Name:	Florida Hispanic Chamber of Commerce LLC
Jurisdiction:	Florida
Form/Entity Type:	Limited Liability Company
Document Number:	L06000085050

SECOND: The name, jurisdiction and form/entity type of the surviving party are as follows:

Name:	Hispanic Chamber of Commerce of Northern and Southern Florida, Inc.
Jurisdiction:	Florida
Form/Entity Type:	Not-for-Profit Corporation
Document Number:	N0800007159

THIRD: The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 29th day of July, 2008.

Merging Party:

FLORIDA HISPANIC CHAMBER OF COMMERCE I.L.C

By Julio Fuentes
JULIO FUENTES, Sole Member

Surviving Party:

HISPANIC CHAMBER OF COMMERCE OF
NORTHERN AND SOUTHERN FLORIDA, INC.

By Lazaro J. Mur
LAZARO J. MUR, President and Member of the
Board of Directors

PLAN OF MERGER
between
FLORIDA HISPANIC CHAMBER OF COMMERCE LLC,
a Florida limited liability company
and
HISPANIC CHAMBER OF COMMERCE OF FLORIDA, INC.,
a Florida not-for-profit corporation

In accordance with the provisions of this Plan of Merger and the provisions of Section 607.1101 et seq. of the Florida Statutes, at the Effective Date (as defined below), Florida Hispanic Chamber of Commerce LLC, a Florida limited liability company (the "Merging Party"), shall be merged with and into Hispanic Chamber of Commerce of Northern and Southern Florida, Inc., a Florida not-for-profit corporation (the "Surviving Party"), (the "Merger"). The separate and corporate existence of the Merging Party shall cease, and the Surviving Party shall continue its corporate existence pursuant to the laws of Florida under the name "Florida Hispanic Chamber of Commerce, Inc." The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Parties."

FIRST: The name, jurisdiction and form/entity type for each merging party are as follows:

Name:	Florida Hispanic Chamber of Commerce LLC
Jurisdiction:	Florida
Form/Entity Type:	Limited Liability Company
Document Number:	LO6000085050

SECOND: The name, jurisdiction and form/entity type of the surviving party are as follows:

Name:	Hispanic Chamber of Commerce of Northern and Southern Florida, Inc.
Jurisdiction:	Florida
Form/Entity Type:	Not-for-Profit Corporation
Document Number:	[complete after Articles are filed]

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

1. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Department of State (the "Effective Date").
2. The rights, privileges, immunities, powers, franchises and authority of each of the

Constituent Parties shall be vested in the Surviving Party without further act or deed.

3. All obligations belonging to or due to each of the Constituent Parties shall be vested in the Surviving Party without further act or deed, and the Surviving Party shall be liable for all of the obligations of each of the Constituent Parties existing as of the Effective Date.

4. If at any time after the Effective Date the Surviving Party shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers or members of the Surviving Party or the Merging Party, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Party, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Party, or to otherwise carry out the provisions of this Plan of Merger.

5. The Articles of Incorporation, as amended pursuant to paragraph 5 of this Plan of Merger, and the Bylaws of the Surviving Party in effect immediately prior to the Effective Date shall continue without change and shall be the Articles of Incorporation and Bylaws of the Surviving Party from and after the Effective Date until further amended. The Articles of Incorporation are amended as follows:

Article 1 of the Articles of Incorporation of the Surviving Party are amended to read as follows:

ARTICLE 1 - NAME

The name of the Corporation is Florida Hispanic Chamber of Commerce, Inc. ("Corporation").

6. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Party shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

7. Upon the Effective Date, by virtue of the Merger and by action of the parties,

a. Florida Chamber of Commerce LLC (the "Company"), acting upon authorization by its sole Member, shall proceed to dissolve and liquidate the Company by distributing all of the property and assets of the Company, if any, in kind, to the sole Member, subject to any unpaid liabilities.

b. The foregoing distribution shall be commenced as soon as practicable after the adoption of this Plan, and shall be in exchange solely for, and in complete redemption and cancellation of, and in full payment for all of the issued and outstanding membership interests of the Company held by the Member, and the Member shall surrender its certificate(s) for such interests for cancellation as authorized herein.

8. To the extent not expressly stated in this Plan of Merger hereof, upon the

Effective Date, all of the provisions of Section 607.1106(1), Florida Statutes, describing the effect of a merger, shall be applicable.

9. The Merging Party and the Surviving Party shall cause appropriate member, Board members and/or officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Party to the Florida Department of State.

FILED

08 JUL 31 AM 8:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA