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MERGER OR SHARE EXCHANGE

CHILDREN'S SERVICE CENTER, INC.

Certificate of Status	0
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ARTICLES OF MERGER

Pursuant to the provisions of Sections 617.1105, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between **WEST FLORIDA CHILD CARE & EDUCATION SERVICES, INC., a Florida corporation not for profit** (hereinafter referred to as "WFCC"), and **CHILDREN'S SERVICE CENTER, INC., a Florida corporation not for profit** (hereinafter referred to as "CSC"), for the purpose of merging them into one of such entities.

1. WFCC is a corporation not for profit organized and existing under the laws of the State of Florida (document number 730703).

2. CSC is a corporation not for profit organized and existing under the laws of the State of Florida (document number N08000008584).

3. WFCC and CSC have adopted the attached Plan of Merger, reflecting CSC as the surviving entity.

4. The Plan of Merger was adopted by the Board of Directors of WFCC on the 30th day of SEPTEMBER, 2008, with the number of votes cast for the merger being sufficient for approval. There are no members of WFCC entitled to vote on the Plan of Merger.

5. The Plan of Merger was adopted by the sole Member and the Board of Directors of CSC on the 24th day of September, 2008, with the number of votes cast by the Member and the Board of Directors being sufficient for approval.

6. The Plan of Merger is effective for all purposes on the 1st day of October, 2008.

Dated this 30th day of September, 2008.

**WEST FLORIDA CHILD CARE &
EDUCATION SERVICES, INC.**

By: 

Becky Kirsch, as its President

DEBBIE RITCHIE, CHAIRMAN
A0390341

CHILDREN'S SERVICE CENTER, INC.

By: 

Cherry A. White, as its President

DR BEN BENFROE, CHAIRMAN

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between **WEST FLORIDA CHILD CARE & EDUCATION SERVICES, INC., a Florida corporation not for profit** (hereinafter referred to as "WFCC"), and **CHILDREN'S SERVICE CENTER, INC., a Florida corporation not for profit** (hereinafter referred to as "CSC").

A. WFCC is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 3300 North Pace Boulevard, Suite 230, Pensacola, Florida 32506.

B. CSC is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 2912 North "E" Street, Pensacola, Florida 32501.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations that WFCC be merged into CSC pursuant to the provisions of Sections 817.1101 *et seq.* of the *Florida Statutes*, with CSC being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, IT IS AGREED AS FOLLOWS:

Section 1. Merger. WFCC shall merge with and into CSC, and CSC shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of WFCC shall cease and CSC shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of WFCC without the necessity for any separate transfer. CSC shall thereafter be responsible for all of the liabilities and obligations of WFCC and neither the rights of creditors nor any liens on the property of WFCC shall be impaired by the merger.

Section 3. Changes in Articles of Incorporation of CSC. The Articles of Incorporation of CSC, the surviving corporation, shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 4. Changes In Bylaws of CSC. The Bylaws of CSC, the surviving corporation, shall continue to be its Bylaws following the effective date of the merger unless and until subsequently revised in accordance with the Articles of Incorporation and the Bylaws of CSC.

Section 5. Directors and Officers. The directors and officers of CSC, the surviving corporation, as of the effective date of the merger, shall be as follows:

President:	Dr. Sherry A. White
Chairman/Director:	J. Ben Renfro, M.D.
Vice President/Director:	Mike Hill
Treasurer/Director:	Anna Barbee
Secretary/Director:	Michele W. Fielder
Director:	Barry Linter

Section 6. Effective Date of Merger. The effective date of this merger shall be the 1st day of October, 2008.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated this 30th day of September _____, 2008.

WEST FLORIDA CHILD CARE &
EDUCATION SERVICES, INC.

By: 

Becky Kirsch, as its President

DEBBIE RITCHIE, CHAIRPERSON

CHILDREN'S SERVICE CENTER, INC.

By: 

Sherry A. White, as its President

DR BEN RENFROE, CHAIRMAN

A0390296