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MERGER OR SHARE EXCHANGE

Catholic School System-Diocese of St Petersburg Inc.

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**ARTICLES OF MERGER  
CATHOLIC ACADEMIES - DIOCESE OF ST. PETERSBURG, INC.**

The following Articles of Merger are submitted in accordance with the Florida Not-For-Profit Corporation Act, pursuant to Section 617.1101, Florida Statutes:

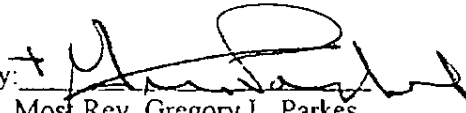
1. The name and jurisdiction of the surviving corporation is CATHOLIC SCHOOL SYSTEM - DIOCESE OF ST. PETERSBURG, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida. N12000003426
2. The name and jurisdiction of the merging corporation is CATHOLIC ACADEMIES - DIOCESE OF ST. PETERSBURG, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida. N12000003881
3. The Plan of Merger is attached.
4. The merger shall become effective on December 31, 2020 at midnight.
5. The Plan of Merger was adopted by the Board of Directors of the CATHOLIC SCHOOL SYSTEM - DIOCESE OF ST. PETERSBURG, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on June 8, 2020. The number of Board of Directors in office was six (6). The vote for the Plan of Merger was as follows: six (6) for and zero (0) against. All Members of the corporation voted to approve the Plan of Merger.
6. The Plan of Merger was adopted by the Board of Directors of CATHOLIC ACADEMIES - DIOCESE OF ST. PETERSBURG, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on June 8, 2020. The number of Board of Directors in office was four (4). The vote for the Plan of Merger was as follows: four (4) for and zero (0) against. All Members of the corporation voted to approve the Plan of Merger.

[Signatures on the following page.]

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CATHOLIC SCHOOL SYSTEM -  
DIOCESE OF ST. PETERSBURG, INC.,  
a Florida not-for-profit corporation

By:   
Most Rev. Gregory L. Parkes  
Chair and Sole Member

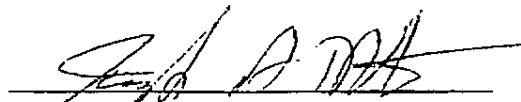
STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 15<sup>th</sup> day  
December 2020, by Most Rev. Gregory L. Parkes, Chair and Sole Member of the CATHOLIC  
SCHOOL SYSTEM - DIOCESE OF ST. PETERSBURG, INC, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid on the day and  
year first written above.

(SEAL)

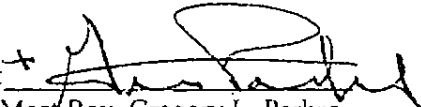


  
Notary Public  
My Commission Number:  
My Commission Expires:

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CATHOLIC ACADEMIES -  
DIOCESE OF ST. PETERSBURG, INC.,  
a Florida not-for-profit corporation

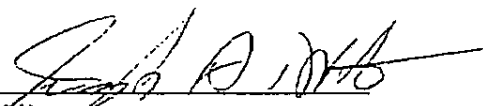
By:   
Most Rev. Gregory L. Parkes  
Chair and Sole Member

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 15<sup>th</sup> day of December 2020, by Most Rev. Gregory L. Parkes, as Chair and Sole Member of CATHOLIC ACADEMIES - DIOCESE OF ST. PETERSBURG, INC., who is personally known to me.

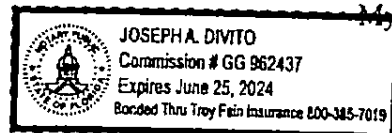
WITNESS my hand and official seal in the County and State last aforesaid on the day and year first written above.

(SEAL)

  
Notary Public

My Commission Number:

My Commission Expires:



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### PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes. The name of the Surviving Corporation is the **Catholic School System - Diocese of St. Petersburg, Inc.**, a Florida not-for-profit corporation. The name of the merging corporation is **Catholic Academies - Diocese of St. Petersburg, Inc.**, a Florida not-for-profit corporation.

### TERMS & CONDITIONS

1.1. Surviving Corporation. In accordance with the provisions of this Agreement and the applicable laws of the State of Florida, on December 31, 2020 at midnight, (the "Effective Date/Time") The Catholic Academies - Diocese of St. Petersburg, Inc. shall be merged into the Catholic School System - Diocese of St. Petersburg, Inc. and the separate existence of Catholic Academies - Diocese of St. Petersburg, Inc. shall cease. The Catholic School System - Diocese of St. Petersburg, Inc., shall be the surviving corporation and shall continue its corporate existence and organization under the laws of the State of Florida. The name of the surviving corporation shall remain the Catholic School System - Diocese of St. Petersburg, Inc.

1.2. Effects of the Merger. Without limiting the generality of the preceding section, the separate existence of Catholic Academies - Diocese of St. Petersburg, Inc. shall cease as of the Effective Date and Catholic Academies - Diocese of St. Petersburg, Inc. will transfer all of their obligations, contracts, leases, assets and liabilities to the surviving corporation and the surviving corporation shall accept all such obligations, contracts, leases, assets and liabilities.

1.3. Board of Directors. Effective on the Effective Date, the Board of Directors of the merging corporation shall be the same Directors of Catholic School System - Diocese of St. Petersburg, Inc.

1.4. Members. Upon the Effective Date, the Sole Member of the surviving corporation will remain unmodified and include the current Sole Member: the Most Reverend Gregory L. Parkes.

1.5. Officers. Upon the Effective Date, the officers of the surviving corporation shall be the following persons, and each shall hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal: Most Reverend Gregory L. Parkes, Chair; Frank V. Murphy, III, Vice-Chair and Secretary; and Philip P. Signore, Treasurer.

1.6. Restrictions on Donations. Any donor-imposed restrictions on use of donated funds previously approved by the merging corporation will be honored by surviving corporation.

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**STATEMENT OF CHANGES TO ARTICLES OF INCORPORATION**

2.1. As of the Effective Date, and without further action on the part of the parties to this Agreement, the Articles of Incorporation and Bylaws of the Catholic School System - Diocese of St. Petersburg, Inc., shall remain in force as the only Articles governing the newly merged surviving corporation, until same are amended in accordance with their respective terms.

**OTHER PROVISIONS OF THE MERGER**

3.1. Articles of Merger. The Secretary of the surviving corporation is authorized to file the Articles of Merger with the Florida Department of State, Division of Corporations, and take all other reasonable steps to facilitate and document this Merger.

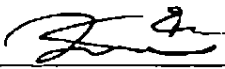
3.2. Further Acts. The respective officers of the surviving corporation are hereby authorized, empowered and directed by the respective Members and Board of Directors of the surviving corporation to do any reasonable and necessary acts to affect any of the provisions of this Agreement.

3.3. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

This Agreement has been executed on behalf of the surviving corporation and the merging corporation, on this 15 day of December 2020.

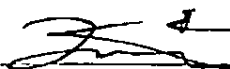
Merging Corporation

Catholic Academies - Diocese  
of St. Petersburg, Inc.

By:   
Print: FRANK V. MURPHY III  
Title: Vice-Chair

Surviving Corporation

Catholic School System - Diocese  
of St. Petersburg, Inc.

By:   
Print: FRANK V. MURPHY III  
Title: Vice-Chair

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