

N13000006050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

MAIL

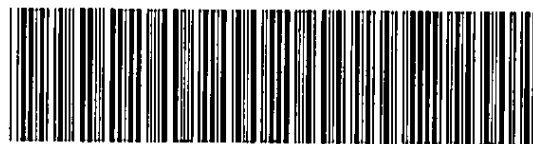
(Business Entity Name)

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EFFECTIVE DATE

EFFECTIVE DATE: July 1, 2001
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JUL 26 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

Center for Architecture Sarasota, Inc.

SUBJECT: _____
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Patrick C. Seidensticker, Esq.

(Contact Person)

Icard Merrill

(Firm/Company)

8470 Enterprise Circle, Suite 201

(Address)

Lakewood Ranch, FL 34202

(City/State and Zip Code)

For further information concerning this matter, please call:

Patrick C. Seidensticker

941 907-0006

(Name of Contact Person)

At (_____) _____
(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



ICARD MERRILL

ATTORNEYS & COUNSELORS

Patrick C. Seidensticker
Attorney At Law

8470 Enterprise Circle
Suite 201
Bradenton, FL 34202
941.907.0006
Fax: 941.552.0108
pseidensticker@icardmerrill.com
icardmerrill.com

July 22, 2021

Diane Cushing
P.O. Box 6327
Tallahassee, FL 32314

RE: Refiling Articles of Merger and Restated and Amended Articles of Incorporation

Dear Ms. Cushing,

Thank you for taking the time to discuss the filing letters for Center for Architecture Sarasota with me. I have enclosed the documents we discussed including:

- 1) The returned Articles and Plan of Merger, unchanged from previous submission; and
- 2) The returned Amendment form and attachment thereto, along with the replacement Amended and Restated Articles.

Per our discussion, this should achieve the desired goals of the organizations, to merge two corporations with the surviving corporation being Center for Architecture Sarasota, Inc., and then amend the Articles of Incorporation for same to reflect the new name and other changes.

If the submissions are not sufficient for the stated goals, please reach out to me as soon as possible at (941)907-0006 or at pseidensticker@icardmerrill.com.

Sincerely,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

Patrick C. Seidensticker, Esq.

cc: Client



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2021

PATRICK C. SEIDNSTICKER, ESQ.
ICARD MERRILL
8470 ENTERPRISE CIRCLE - STE. 201
LAKEWOOD RANCH, FL 34202

SUBJECT: CENTER FOR ARCHITECTURE SARASOTA, INC.
Ref. Number: N13000006050

We have received your document for CENTER FOR ARCHITECTURE SARASOTA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an amendment that will change the corporate name and you have the name change contained in the plan of merger. Please correct your document so that it reflects the correct name for the surviving entity if you intend on filing the amendment first.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 321A00016523

ARTICLES OF MERGER
(Not for Profit Corporations)

EFFECTIVE DATE
July 1, 2021

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> (If known/ applicable)
Center for Architecture Sarasota, Inc.	State of Florida	N13000006050
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sarasota Architectural Foundation, Inc.	State of Florida	N02000003076
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

07 01 2021

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on: _____
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 June 14, 2021 The number of directors in office was 6. The vote for the plan was as follows: 4 FOR Ø AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 June 14, 2021 The number of directors in office was 7. The vote for the plan was as follows: 7 FOR Ø AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer

Typed or Printed Name of Individual & Title

Center for Architecture Sarasota, Inc.

Ryan Perrone, Board Chair

Center for Architecture Sarasota, Inc.

Jessica Greuner, Board Treasurer

Sarasota Architectural Foundation, Inc.

Anne Essner, Board Chair

Sarasota Architectural Foundation, Inc.

Michael Bush, Board Treasurer

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.

The name and jurisdiction of the **surviving** corporation:

Name

Center for Architecture Sarasota, Inc.

Jurisdiction

State of Florida

The name and jurisdiction of each **merging** corporation:

Name

Sarasota Architectural Foundation, Inc.

Jurisdiction

State of Florida

The terms and conditions of the merger are as follows:

See attached Plan of Merger document.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See attached Plan of Merger document.

Other provisions relating to the merger are as follows:

See attached Plan of Merger document.

PLAN OF MERGER

Center for Architecture Sarasota, Inc. & Sarasota Architectural Foundation, Inc.

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.

The terms and conditions of the merger between Center for Architecture Sarasota, Inc. and Sarasota Architectural Foundation, Inc. are as follows:

I. Governance

- a) Sarasota Architectural Foundation, Inc. will merge into Center for Architecture Sarasota, Inc. with the latter being the surviving corporation.
- b) The surviving corporation will be renamed "Architecture Sarasota, Inc."
- c) Architecture Sarasota, Inc. will operate an historic building which will be known as "Architecture Sarasota Center".
- d) The physical address of the surviving corporation will be:

261 S. Orange Avenue
Sarasota, Florida 34236

- e) The bylaws of Center for Architecture Sarasota, Inc. will be amended and restated to govern the organization.
- f) The number of Directors on the governing board will range from nine (9) to thirteen (13).
- g) Director terms will be three (3) years. Directors may serve three (3) consecutive or non-consecutive terms.
- h) The Officers of the corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer.
- i) Officers will serve one-year terms. An Officer may serve up to three (3) years in any specific Officer position.
- j) The board shall have three (3) standing committees:
 - Advancement Committee
 - Finance Committee
 - Governance Committee

II. Programs

- a) It is anticipated that the current programs of both organizations will continue following the merger.

III. Financial

- a) All financial matters and transactions dealing with the merger shall be conducted in accordance with Generally Accepted Accounting Principles (GAAP) applicable to not-for-profit corporations.
- b) All assets and liabilities from Sarasota Architectural Foundation, Inc. will transfer to Center for Architecture Sarasota, Inc (Architecture Sarasota, Inc.), effective July 1, 2021.

IV. Human Resources

- a) Anne-Marie Russell shall serve as Executive Director of the surviving corporation.

V. Marketing and Communications

- a) A marketing and communications plan including branding considerations will be created once the merger has been approved.

Changes in the Articles of Incorporation of the surviving corporation, Center for Architecture Sarasota, Inc., to be effected by the merger are as follows:

- Article I - Change of corporate name to "Architecture Sarasota, Inc."
- Article II - Address change.
- Article III - Purpose clarification.
- Article VIII - Board, rather than incorporator, will adopt initial bylaws.
- Article IX - Registered agent change.
- Article X - Section removed.
- Article XIII - New provision regarding use of earnings under Section 501(c)(3).

Other provisions relating to the merger are as follows:

I. Board of Directors

- a) The Directors and their respective terms at the time of merger are as follows:

Name	First Term
Jeff Acker	July 1, 2021 – December 31, 2023
Michael Bush	July 1, 2021 – December 31, 2023
Carrie Cox	July 1, 2021 – December 31, 2023
Katherine DeSousa	July 1, 2021 – December 31, 2023
Anne Essner	July 1, 2021 – December 31, 2023
David Lowe	July 1, 2021 – December 31, 2023
Ryan Perrone	July 1, 2021 – December 31, 2023
Bruce Peterson	July 1, 2021 – December 31, 2023
Dave Zaccardelli	July 1, 2021 – December 31, 2023

- b) The implementation of staggered terms will be delayed until after the initial Board members have completed their first term. Going forward, Board seats will be divided into three groups with staggered years of expiration to ensure that approximately one-third will be up for election each year.
- c) The terms listed above may be renewed in accordance with the bylaws of Architecture Sarasota, Inc.
- d) When calculating term limits, members of Architecture Sarasota Inc.'s initial Board of Directors will not have pre-merger service to either corporation taken into account.
- e) The Board Officers at the time of merger are as follows:
- Chair - Anne Essner
 - Vice Chair - Ryan Perrone
 - Treasurer - Michael Bush
 - Secretary - Bruce Peterson

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