



SEMINOLE COUNTY
PUBLIC SCHOOLS

PAUL J. HAGERTY, PH.D.
Superintendent

Educational Support Center
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Sanford, FL 32773-7127

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Executive Director
Legal Services

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N13710

June 29, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-07/01/98-01050--005
*****70.00 *****70.00

Dear Sir or Madame:

Enclosed herewith is the Articles of Merger of The Foundation For Seminole County Public Schools, Inc. and United Chambers Scholarship Foundation, Inc. and a check in the amount of \$70.00 for filing fees. Please advise at such time that the articles have been accepted by your agency.

If you have any questions, please do not hesitate to call me at (407) 320-0010.

Sincerely,

Ned N. Julian, Jr.

Ned N. Julian, Jr., Esquire
Executive Director for Legal Services

NNJ/tef

Encl. Articles of Merger
Check for filing fees

FILED
98 JUL - 1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
7/14
RG

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

UNITED CHAMBERS SCHOLARSHIP FOUNDATION, INC., a Florida
corporation, document number N92000000718

INTO

THE FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC., a
Florida corporation, N13710.

File date: July 1, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
THE FOUNDATION FOR SEMINOLE PUBLIC SCHOOLS, INC.
(N13710)
AND
UNITED CHAMBERS SCHOLARSHIP FOUNDATION, INC.
(N920000007187)

FILED
98 JUL - 1 AM 11:31
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, as President and Secretary, respectively, of The Foundation For Seminole Public Schools, Inc. and United Chambers Scholarship Foundation, Inc. hereby certify and attest that the following Articles of Merger have been duly approved and adopted by the respective Board of Directors and members of said corporations in accordance with the requirements of §§ 717.1103 and 617.1105, Florida Statutes(1997).

I

PLAN OF MERGER

A. SURVIVING CORPORATION:

Upon the effective date of the merger, which shall be the date of the filing of these Articles of Merger with the Florida Department of State, United Chambers Scholarship Foundation, Inc. shall be merged with and into The Foundation For Seminole Public Schools, Inc. and the separate existence of United Chambers Scholarship Foundation, Inc. shall cease. The Foundation For Seminole Public Schools, Inc. shall become the surviving corporation.

B. OFFICERS OF SURVIVING CORPORATION:

The Foundation For Seminole Public Schools, Inc. shall continue its corporate existence under, and shall be governed by, the laws of the State of Florida and the officers of The Foundation For Seminole Public Schools, Inc. shall continue to serve in that capacity until their respective term of office expires.

C. BOARD OF DIRECTORS OF SURVIVING CORPORATION:

(a) The current Board of Directors of The Foundation For Seminole Public Schools, Inc. and the current Board of Directors of United Chambers Scholarship Foundation, Inc. shall be merged.

Said merged Board of Directors shall constitute and be referred to as the initial board of directors of the surviving corporation. The term of membership of each member of the merged board of directors, who formerly served as a member of the board of directors of The Foundation For Seminole Public Schools, Inc., of shall be the remainder of each member's term as a director of that corporation prior to the effective date of the merger. The term of membership of each member of the merged board of directors, who formerly was a member of the board of directors of the United Chambers Scholarship Foundation, Inc. shall be three years. As the term of office of each of the persons comprising the initial board of directors of the surviving corporation expires, their successor shall be selected in accordance with the by-laws of the surviving corporation.

(b) Further, the members of the merged board of directors, who formerly served as members of the board of directors of the United Chambers Scholarship Foundation, Inc. immediately prior to the merger, shall at their individual option serve on any scholarship committee of the merged corporation for so long as they shall remain a director of the merged corporation and shall be eligible to serve on any other committee of the merged corporation.

D. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION:

The Articles of Incorporation of The Foundation For Seminole Public Schools, Inc. shall be the Certificate of Incorporation of the surviving corporation, until same shall be altered, amended, or repealed in the manner prescribed by law.

E. BY-LAWS OF SURVIVING CORPORATION:

The By-laws of The Foundation For Seminole Public Schools, Inc. as same are in effect on the date of the merger or as same shall thereafter be amended from time to time shall be the By-laws of the surviving corporation until altered, amended or repealed, as provided therein, save and except that same shall be amended upon the effective date to conform to any agreements and requirements stated herein.

F. MEMBERSHIP OF SURVIVING CORPORATION:

The membership of the surviving corporation shall consist of the Board of Directors of the surviving corporation.

G. FISCAL YEAR OF SURVIVING CORPORATION:

The surviving corporation shall have a fiscal year which shall be from July 1 of each year to June 30 of the following year.

H. TRANSFER OF ASSETS TO SURVIVING CORPORATION:

All assets of United Chambers Scholarship Foundation, Inc. shall be transferred to surviving corporation subsequent to the approval of these articles of merger by the membership of each corporation on or before the effective date of the merger. United Chambers Scholarship Foundation, Inc. shall provide the surviving corporation with a verified statement of all assets, obligations and liabilities, contingent or otherwise. All liabilities and obligations so stated shall be assumed by the surviving corporation.

II

APPROVAL AND ADOPTION BY THE FOUNDATION FOR SEMINOLE PUBLIC SCHOOLS, INC.

Each member of the pre-merger Board of Directors of The Foundation For Seminole Public Schools, Inc. shall be entitled to one vote on the issue of the approval of the merger of The Foundation For Seminole Public Schools, Inc. and United Chambers Scholarship Foundation, Inc. and must be present to vote. The affirmative vote of a majority of the members present shall be required for approval of the merger.

III

APPROVAL BY UNITED CHAMBERS SCHOLARSHIP FOUNDATION, INC.

Each member of the pre-merger Board of Directors of United Chambers Scholarship Foundation, Inc. shall be entitled to one vote on the issue of the approval of the merger of The Foundation For

Seminole Public Schools, Inc. and United Chambers Scholarship Foundation, Inc. and must be present to vote. The affirmative vote of a majority of the members present shall be required for approval of the merger.

IV

CERTIFICATE OF APPROVAL AND ADOPTION OF
THE PLAN OF MERGER
BY
THE FOUNDATION FOR SEMINOLE PUBLIC SCHOOLS, INC.

A. We, being the President and Secretary, respectively of the foregoing not-for-profit corporation, hereby certify that a meeting of the Board of Directors and the membership of said not-for-profit corporation, said bodies being one and the same, met on April 25, 1998, 1998 for the purpose of voting upon the approval and adoption of the foregoing plan of merger.

B. We hereby certify that a majority of the members of the Board of Directors and the membership of said not-for-profit corporation present at said meeting approved and adopted said plan of merger.

C. We hereby certify that the Board of Directors and the membership of said not-for-profit corporation authorized the filing of these Articles of Merger with the Florida Department of State upon approval and adoption of same by the Board of Directors and membership of The Foundation For Seminole Public Schools, Inc.

Dated at Sanford, Seminole County, Florida on May 28, 1998.

The Foundation For Seminole Public Schools, Inc.

By:

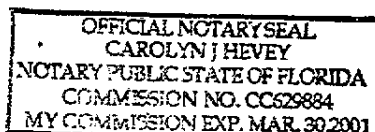
Keith Hulbert
Keith Hulbert, President

Attest:

Lauri Anderson
Lauri Anderson, Secretary

Subscribed before me by Keith Hulbert, as President, and Lauri Anderson as Secretary, of The Foundation For Seminole Public Schools, Inc., who are well known by me and who did not take an oath on May 28, 1998.

Carolyn J. Hevey
Notary Public State of Florida at Large



V
CERTIFICATE OF APPROVAL AND ADOPTION OF
THE PLAN OF MERGER
BY
UNITED CHAMBERS SCHOLARSHIP FOUNDATION, INC.

A. We, being the President and Secretary, respectively of the foregoing not-for-profit corporation, hereby certify that a meeting of the Board of Directors and the membership of said not-for-profit corporation, said bodies being one and the same, met on April 27, 1998 1998 for the purpose of voting upon the approval and adoption of the foregoing plan of merger.

B. We hereby certify that a majority of the members of the Board of Directors and the membership of said not-for-profit corporation who were present at said meeting, approved and adopted said plan of merger.

C. We hereby certify that the Board of Directors and the membership of said not-for-profit corporation authorized the filing of these Articles of Merger with the Florida Department of State upon approval and adoption of same by the Board of Directors and membership of United Chambers Scholarship Foundation, Inc.

Dated at Sanford, Seminole County, Florida on May ⁴28, 1998.

United Chambers Scholarship Foundation, Inc.

By: David Wright
David Wright, President

Attest:

Rich Sloane
Rich Sloane, Secretary

Subscribed before me by David Wright, as President, and Rich Sloane, as Secretary, of United Chambers Scholarship Foundation, Inc., who are well known by me and who did not take an oath on May 28, 1998.

Carolyn J Hevey
Notary Public State of Florida at Large

