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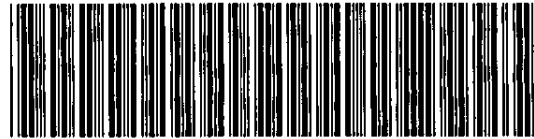
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Seminole County Sheriff's Office Community Foundation

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Chief of Staff Heather Smith

(Contact Person)

Seminole County Sheriff's Office

(Firm/Company)

100 Bush Blvd.

(Address)

Sanford, FL 32773

(City/State and Zip Code)

For further information concerning this matter, please call:

Heather Smith

(Name of Contact Person)

At (⁴⁰⁷) ⁶⁶⁵⁻⁶⁷⁴⁸

(Area Code & Daytime Telephone Number)

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

**ARTICLES OF MERGER
OF
SEMINOLE COUNTY SHERIFF'S OFFICE COMMUNITY FOUNDATION, INC.
(DOC # N15000000123)
AND
SEMINOLE COUNTY POLICE ATHLETIC LEAGUE, INC.
(DOC # N93000001876)**

The undersigned signatories as President of the Seminole County Sheriff's Office Community Foundation, Inc. and as President of the Seminole County Police Athletic League, Inc. as indicated and represented herein hereby certify and attest that the following Articles of Merger have been duly approved and adopted by the respective Board of Directors of said corporations in accordance with the requirements of §617.1105, Florida Statutes (2016).

L

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, Seminole County Police Athletic League, Inc. shall be merged with and into Seminole County Sheriff's Office Community Foundation, Inc. and the separate existence of Seminole County Police Athletic League, Inc. shall cease. Seminole County Sheriff's Office Community Foundation, Inc. shall become the surviving corporation.

B. OFFICERS OF SURVIVING CORPORATION:

The Seminole County Sheriff's Office Community Foundation, Inc. shall continue its corporate existence under, and shall be governed by, the laws of the State of Florida and the officers of the Seminole County Sheriff's Office Community Foundation, Inc. shall continue to serve in that capacity until their respective term of office expires.

C. BOARD OF DIRECTORS OF SURVIVING CORPORATION:

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SEMINOLE COUNTY FLORIDA

The current Board of Directors of the Seminole County Sheriff's Office Community Foundation, Inc. and the current Executive Board of the Seminole County Police Athletic League, 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 for the Seminole County Sheriff's Office Community Foundation, Inc. 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 Executive Board of the Seminole County Police Athletic League Inc. shall be the remainder of each member's term as an executive director of that corporation prior to the effective date of the merger. 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 Articles of Incorporation and the By-laws of the surviving corporation.

D. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION:

The Articles of Incorporation of the Seminole County Sheriff's Office Community Foundation, Inc. and any Amendments thereto 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 Seminole County Sheriff's Office Community Foundation, 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 January 1st to December 31st of each year.

H. TRANSFER OF ASSETS TO SURVIVING CORPORATION:

All assets of Seminole County Police Athletic League, 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. Seminole County Police Athletic League, 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 OF MERGER BY
SEMINOLE COUNTY SHERIFF'S OFFICE COMMUNITY FOUNDATION, INC.**

Each member of the pre-merger Board of Directors of Seminole County Sheriff's Office Community Foundation, Inc. shall be entitled to one vote on the issue of the approval of the merger of Seminole County Sheriff's Office Community Foundation, Inc. and Seminole County Police Athletic League, Inc. and must be present to vote. The affirmative vote of a majority of the Board of Directors present shall be required for approval of the merger.

III

APPROVAL OF MERGER BY SEMINOLE COUNTY POLICE ATHLETIC LEAGUE, INC.

Each member of the pre-merger Board of Directors of Seminole County Police Athletic League, Inc. shall be entitled to one vote on the issue of the approval of the merger of Seminole County

Sheriff's Office Community Foundation, Inc. and Seminole County Police Athletic League, Inc. and must be present to vote. The affirmative vote of a majority of the Board of Directors present shall be required for approval of the merger.

IV

**CERTIFICATE OF APPROVAL AND ADOPTION OF THE PLAN OF MERGER BY THE
SEMINOLE COUNTY SHERIFF'S OFFICE COMMUNITY FOUNDATION, INC.**

- A. I, Heather Smith, being the President of the Seminole County Sheriff's Office Community Foundation, Inc. a not-for-profit corporation, hereby certify that a meeting of its Board of Directors of said not-for-profit corporation, met on 10/19/16 for the purpose of voting upon the approval and adoption of the foregoing merger.
- B. I do hereby certify that a majority of the members of the Board of Directors of said not-for-profit corporation present at said meeting approved and adopted said plan of merger.
- C. I hereby certify that the Board of Directors 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 of the Seminole County Sheriff's Office Community Foundation, Inc.

Dated at Sanford, Seminole County, Florida on 10/19/16.

Seminole County Sheriff's Office Community Foundation, Inc.

Attest:

By:

Heather Smith
Heather Smith, President

Subscribed before me by Heather Smith, as President of Seminole County Sheriff's Office Community Foundation, Inc., who is known to me and/or has produced Personally Known as identification and who did not take an oath on 10/19/2016.




Notary Public, State of Florida

V

**CERTIFICATE OF APPROVAL AND ADOPTION OF THE PLAN OF MERGER BY
SEMINOLE COUNTY POLICE ATHLETIC LEAGUE, INC.**

- A. I, Barry Smith being the President of the Executive Board of the Seminole County Police Athletic League, Inc., a not-for-profit corporation, hereby certify that a meeting of the Executive Board of said not-for-profit corporation, met on 10-27-16 for the purpose of voting upon the approval and adoption of the foregoing merger.
- B. I hereby certify that a majority of the members of the Executive Board of said not-for-profit corporation present at said meeting approved and adopted said plan of merger.
- C. I hereby certify that the Executive Board 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 Executive Board of Directors of the Seminole County Police Athletic League, Inc.

Dated at Sanford, Seminole County, Florida on 10-27-16.

Seminole County Police Athletic League, Inc.

Attest:

By:


Barry Smith, President

Subscribed before me by Barry Smith, as President, of the Executive Board of the Seminole County Police Athletic League, Inc. who are known to me and/or have produced as identification and who did not take an oath on

10/27/16.

(SEAL)



Kathy Ann McCool
Notary Public, State of Florida