

N17000008598

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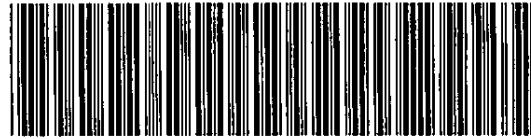
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sunshine State Babywearing, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Anne Rush

(Contact Person)

(Firm/Company)

11 SE 2nd Ave

(Address)

Gainesville, FL 32601

(City/State and Zip Code)

For further information concerning this matter, please call:

Anne Rush

(Name of Contact Person)

At (352) 3737566

(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

(Not for Profit Corporations)

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) |
|----------------------------------|---------------------|--|
| Sunshine State Babywearing, Inc. | Florida | N17000008598 |

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Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--|---------------------|--|
| Babywearing International of Gainesville, FL | Florida | N17000009845 |
| | | |
| | | |
| | | |
| | | |

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

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 9/30/2017.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
3 FOR 0 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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ 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

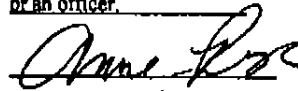
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 09/30/2017. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
or an officer.Typed or Printed Name of Individual & Title

Sunshine State Babywearing, Inc.



Anne Rush

Babywearing International of Gainesville,



Ashley Mortensen

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

Sunshine State Babywearing, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

Babywearing International of Gainesville, FL, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

Babywearing International of Gainesville, FL, Inc. (BWIGNV) wishes to disaffiliate from Babywearing International, Inc. (a NC corporation with 501(c)(3) status)(BWI) but continue to serve the mission of promoting the practice of babywearing, providing free babywearing education, and offering affordable access to carriers for caregivers in the State of Florida and have 501(c)(3) status. As such, BWIGNV wishes to merge with Sunshine State Babywearing, Inc. (SSBW) - a Florida based non-profit recognized as a 501(c)(3) public charity - who has a similar mission as BWIGNV. BWIGNV will transfer all of its assets to SSBW. SSBW agrees to recognize all "chapter support volunteers", "volunteer babywearing educators", and "advanced or master babywearing educators" of BWIGNV as "administrator I", "general instructor III", and "senior instructor" in their organization. All such individuals with BWIGNV will be accepted as Board of Director members in SSBW and SSBW will initiate a vote for officer positions in the Executive Committee of their organization and agree all directors transferring from BWIGNV are eligible for consideration as officers in the Executive Committee.

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

none

Other provisions relating to the merger are as follows:

Sunshine State Babywearing, Inc. agrees to either (1) honor all general and family memberships of Babywearing International of Gainesville, FL, Inc. through the expiration date already in place with no additional fee for said members or (2) pay \$5 per member who wishes to transfer their membership to Babywearing International of Ocala, FL - an unincorporated non-profit association also affiliated with Babywearing International, Inc. Babywearing International of Ocala, FL has been contacted and agrees to these terms of acceptance of members of Babywearing International of Gainesville, FL, Inc.