

N19000013068

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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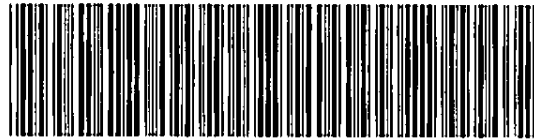
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*Filing fee
Fifth - Section I or II
Books not attached*

304

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07/21/23--01100--012 **41.75

10/28/23--01003--003 **25.00

2022 SEP 20 PM 4:35

Merge / Name Change

OCT 25 2022

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: League of Women Voters of the St. Petersburg Area, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Gretchen Johnson

(Contact Person)

League of Women Voters of the St. Petersburg Area, Inc.

(Firm/Company)

2335 22nd Ave. S., Suite #5

(Address)

St. Petersburg, FL 33712

(City/State and Zip Code)

For further information concerning this matter, please call:

Gretchen Johnson

(Name of Contact Person)

At (808) 651-3818

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 30, 2022

GRETCHEN JOHNSON
LEAGUE OF WOMEN VOTERS OF THE ST PETERSB
2335 22ND AVE. S., SUITE #5
ST PETERSBURG, FL 33712

SUBJECT: LEAGUE OF WOMEN VOTERS OF THE ST. PETERSBURG AREA
EDUCATION FUND, INC.
Ref. Number: N19000013068

We have received your document for LEAGUE OF WOMEN VOTERS OF THE
ST. PETERSBURG AREA EDUCATION FUND, INC. and check(s) totaling
\$43.75. However, the enclosed document has not been filed and is being
returned to you for the following reason(s):

- ✓ There is a balance due of \$35.00.
- ✓ In the Fifth Articles (Adoption of Merger by Surviving Corporation) you are only to
complete 1 section so please correct your application. In the Plan of Merger you
state Please see attached bylaws. If the document indicates that it is attached it
must be attached and it isn't.
- ✓ 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.

Diane Cushing
Senior Section Administrator

Letter Number: 822A00021843

Resubmitting documents for Merger

SEP 20 2022

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)
League of Women Voters of the St. Petersburg Area	6th Circuit	N19000013068

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
League of Women Voters of the St. Petersburg	6th Circuit	N14790
League of Women Voters of the St. Petersburg	6th Circuit	N19000013068

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 4/21/2022.
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 4/30/2022. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 32 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

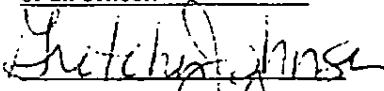
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

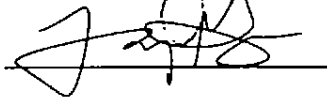
Typed or Printed Name of Individual & Title

League of Women Voters of the St. Peters



Gretchen Johnson

League of Women Voters of the St. Peters



Linsey Grove, President

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

Jurisdiction

League of Women Voters of the St. Petersburg Area

6th Circuit

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

League of Women Voters of the St. Petersburg Area, Inc.

6th Circuit

League of Women Voters of the St. Petersburg Area Educa

6th Circuit

The terms and conditions of the merger are as follows:

This Agreement of Merger is entered into between League of Women Voters of the St. Petersburg Area Education Fund, Inc., a Florida Non-Profit Corporation (herein "Surviving Corporation") and League of Women Voters of the St. Petersburg Area, Inc., a Florida Non-Profit Corporation (herein "Merging Corporation").

Merging Corporation shall be merged into Surviving Corporation.

Each membership of Merging Corporation shall be converted into one membership of Surviving Corporation.

Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute, and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

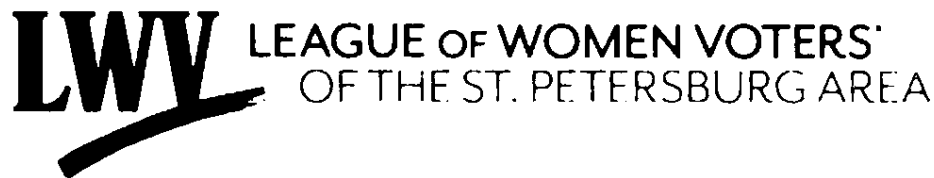
Surviving Corporation will continue to use its existing Articles of Incorporation and Bylaws.

Surviving Corporation will change its name to League of Women Voters of the St. Petersburg Area, Inc. The officers and the

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

Please see attached bylaws.

Other provisions relating to the merger are as follows:



ARTICLE I. NAME

Sec. 1. Name. The name of this organization shall be the League of Women Voters of the St. Petersburg Area, Inc. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Florida.

ARTICLE II. PURPOSES AND POLICIES

Sec. 1. Purposes. The purposes of the League of Women Voters of the St. Petersburg Area EF are,

1. To promote political responsibility through informed and active participation in government.
2. To act on selected governmental issues
3. The League of Women Voters of the St. Petersburg Area, Inc. is formed solely as a charitable organisation under section 501(c)(3) of the Internal Revenue Code, (or corresponding section of any future federal tax code) to help citizens become informed participants in their community and promote civic and political responsibility through education and advocacy. As such the league shall sponsor and support educational projects that will facilitate a deeper understanding of major state and local public policy issues providing a base for active, informed citizens to participate in government.

Sec. 2. Policies

1. Political Policy. The League shall not support or oppose any political party or any candidate.

2. Diversity, Equity, and Inclusion Policy. The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity,

Sec. 3. Tax Exempt Status

The League of Women Voters of the St. Petersburg Area, Inc. is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, the League of Women Voters of the St. Petersburg Area shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of its activities shall be attempting to influence legislation.

ARTICLE III. MEMBERSHIP

Sec. 1. Eligibility. Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Sec. 2. Types of Membership.

(a) Voting members. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and of the LWVUS;

1. those who live within an area of a local League may join that League or any other local League;
2. those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

(b) Associate members. All others who join the League shall be associate members.

ARTICLE IV. OFFICERS

Sec. 1. Enumeration and Election of Officers. The officers of the League of Women Voters of the St. Petersburg Area, Inc. shall be a president or co-presidents, a first vice president and a second vice president*, who shall be elected for terms of one year, and a secretary and a treasurer, who shall be elected for terms of two years by the general membership at an Annual Meeting, and take office immediately. The president or co-presidents, first vice president and second vice president shall be elected annually. The

secretary shall be elected in odd-numbered years. The treasurer shall be elected in even-numbered years.

*In the case of co-presidents being elected, the office of second vice president need not be filled.

Sec. 2. The President or Co-president. The president or co-president shall preside at appropriate meetings of the organization and of the board of directors. She, he, or they may, in the absence or disability of the treasurer, sign or endorse checks, drafts, and notes. The president or co-presidents shall be ex officio a member of all committees except the nominating committee. She, he, or they shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as may be designated by the board. The president or co-presidents or their approved delegate shall have exclusive authority to speak on behalf of the organization in all media and public relations matters. The president shall also review and approve all media that is distributed on behalf of the LWVSPA. The co-presidents shall decide between them as to the division of the duties of the office. In the event of any lack of agreement on any matter between the co-presidents, the board shall make the final decision. The President shall supervise the operations of the Local League office, as well as all staff, and the performance of all third party contracts. The President shall have the authority to suspend an employee or vendor if an emergency exists but otherwise shall seek Board authorization prior to terminating any employee or contract.

Sec. 3. The Vice Presidents Operational Planning. In order to facilitate board leadership and operational efficiency, the president will establish primary responsibilities for the first and second vice presidents within sixty days of the first board meeting following the annual membership meeting, and present to the newly-installed board of directors.

Sec. 4. The Secretary. The secretary shall keep and distribute minutes of appropriate meetings of the League and of all meetings of the board of directors. The secretary shall sign, with the president or co-president, all contracts and other instruments when so authorized by the board and

shall perform such other functions as may be incident to the office.

Sec. 5. The Treasurer. The treasurer shall collect and receive all monies due. She or he shall be the custodian of these monies, shall deposit them in a bank and/or other reliable financial institution as directed by the board, and shall disburse the same in accordance with the budget or on order of the board. In the event of any check/electronically transmitted payment issued for an amount in excess of \$500 that was not approved in budget the signature or written confirmation of both the president and treasurer shall be required. No check/electronically transmitted payment shall be issued in an amount for more than \$2500- \$5000 that was not approved in the budget without the approval of the board of directors.

ARTICLE V. BOARD OF DIRECTORS

Sec. 1. Number, Manner of Selection and Term of Office. The board of directors shall consist of the officers of the League, five elected directors and not more than five appointed directors. Two shall be elected by the general membership at the Annual Meeting held in even-numbered years and three shall be elected by the general membership at the Annual Meeting held in odd-numbered years. They shall serve for a term of two years or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding five, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. Qualifications. No person shall be elected or appointed or shall continue to serve as officer or director of this organization unless she or he is a voting member of the League of Women Voters of the St. Petersburg Area, Inc.

Sec. 3. Vacancies and Disqualification. A board member shall act in good faith and in the best interests of the organization, for a proper purpose, in a manner that shall not violate local, state, or federal laws, and in a manner consistent with the values of the organization and the board of directors' instructions and intentions. The board of directors shall have full charge of

the property and business of the organization, with full power and authority to manage and conduct the same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the national convention, the state convention, and the annual meeting. The board shall create and designate such special committees as it may deem necessary. All Board members shall serve without compensation and shall be disqualified from consideration as vendors or contractors for compensation.

Sec. 4. Powers and Duties. Any vacancy of an officer (other than that of president) or board member for any reason including disqualification from board service may be filled until the next annual meeting, by a majority vote of the remaining members of the board of directors. Grounds for disqualification from board service shall include, but are not limited to 1) three absences from a board meeting without a valid reason during a fiscal year; 2) lapse of LWVSPA membership due to non-payment of dues; or 3) unauthorized use of LWVSPA funds. In all cases, disqualification from board service is subject to board consideration.

Sec. 5. Meetings. There shall be at least nine regular meetings of the board of directors annually. Notice shall be provided to all board members no less than five days in advance of such meetings. Meetings may be held in person or by electronic means including but not limited to telephonic conference, video conferencing, and/or email. All regular and special meetings of the board shall provide for participation by telephone, video, or email conference if requested by a member.

Sec. 6. Quorum. A majority of the members of the board of directors shall constitute a quorum.

Sec. 7. Special Meetings. In the event that a matter should be addressed quickly and there is not sufficient time to provide the board with five days advance notice, the president or a co-president may call a special meeting of the board of directors. All special meetings require that notice be made to each board member at least 48 hours prior to the meeting. In addition, upon the written request of a majority of the board, the president or co-president

shall call a special meeting. Such meeting shall be scheduled no more than five days after the request has been received by the president or co-president, and at least 48 hours' notice of the special meeting shall be provided to each board member. Upon the written request of a majority of the Board, The Board shall have authority to call a special meeting for the purpose of seeking removal of any Officer including President, for any reason stated in Article V, Section 4, as well as including but not limited to lack of confidence in the officer's performance or possible misconduct.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee. The nominating committee shall consist of five members: The chair and two others, who shall not be members of the board of directors, shall be nominated by the current nominating committee and elected by the members at the Annual Meeting. The remaining two members shall be appointed by the newly elected board of directors from among their own number immediately following the Annual Meeting.

(a) Any vacancy on the nominating committee shall be filled by the board of directors.

(b) Suggestions for nominations for officers and directors may be sent to this committee by any voting member.

Sec. 2. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors and members of the succeeding nominating committee shall be sent to all members at least one month before the date of the Annual Meeting. The report of the nominating committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The election shall be by written ballot, providing that when there is but one nominee for any office, the ballot may be by voice vote. A majority vote by those qualified to vote, present and voting shall constitute an election.

ARTICLE VII. MEETINGS

Sec. 1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the board of directors.

Sec. 2. Annual Meeting. An Annual Meeting shall be held after the end of each League fiscal year, the exact date to be determined by the board of directors. The Annual Meeting shall:

- (a) Adopt a local program for the ensuing year
- (b) Elect officers, directors, and members of the nominating committee
- (c) Adopt a budget
- (d) Transact such other business as may properly come before it.

Sec. 3. Quorum. Fifteen paid members (includes life members) shall constitute a quorum at all business meetings of the League of Women Voters of the St. Petersburg Area, Inc.

ARTICLE VIII. FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of the St. Petersburg Area, Inc. shall be from April 1 to March 31.

Sec. 2. Dues.

- (a) Annual dues shall be set at the annual meeting by a vote of the membership and shall be due and payable on or before each member's anniversary date. Approval of dues shall include the creation of dues categories with differing levels of payment recommended by the board.
- (b) Dues are paid by a new member when joining the League. The join date establishes the member's anniversary date for payment of yearly dues.
- (c) Any member whose dues have not been received by two months after their anniversary date shall be dropped from

membership on that date unless this action is countermanded by the board of directors.

Sec. 3. Budget. A budget for the ensuing year based on recommendations of the finance committee having been approved by the board, shall be proposed by the board of directors to the members at least one month before the Annual Meeting where it will be presented for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. Finance Committee. A finance committee of at least three members shall be assembled to help ensure the financial health of the organization and that legal reporting requirements are met. The Treasurer shall serve on the Finance Committee but shall not be eligible to serve as chair of the Finance Committee. The board of directors will appoint at least one board director to the committee at the beginning of each League year. The committee assures financial controls, financial review, and financial analysis for the organization. The committee reviews financial statements in detail and makes recommendations to the Board regarding the financial health and goals of LWVSPA. The committee will present a report to the board 90 days after the close of the fiscal year and the approved presentation will be given to the members at the following Annual Meeting. Financial audits of the LWVSPA EF may be conducted by an external auditor periodically. This contractor may be a LWVSPA EF member but may not serve on the budget committee or board.

ARTICLE IX. PROGRAM

Sec. 1. Authorization. The governmental principles adopted by the national convention and supported by the League as a whole constitute the authorization for the adoption of program.

Sec. 2. Program. The program of the League of Women Voters of the St. Petersburg Area, Inc. shall consist of:

- (a) action to protect the right to vote of every citizen, and

(b) those national, state, regional, county and municipal governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the program using the following procedures:

(a) The board of directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed program.

(b) The proposed program shall be sent to all members at least one month before the Annual Meeting.

(c) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed program as presented to the Annual Meeting by the board of directors.

(d) Recommendations for the program submitted by voting members two months prior to the Annual Meeting but not recommended by the board of directors may be considered by the Annual Meeting provided that:

1. the Annual Meeting shall order consideration by a majority vote and
2. the Annual Meeting shall adopt the item by a majority vote.

(e) Changes in the program, in the case of altered conditions, may be made provided that:

1. information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed and

2. final action by the membership is taken at a succeeding meeting.

Sec. 4. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate board of directors.

ARTICLE X. NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Sec. 1. National Convention. The board of directors at a meeting before the date on which the names of the delegates must be sent to the national office shall select delegates to that convention in the number allotted the League of Women Voters of the St. Petersburg Area, Inc. under the provisions of the bylaws of the League of Women Voters of the United States.

Sec. 2. State Convention. The board of directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted the League of Women Voters of the St. Petersburg Area, Inc. under the provisions of the bylaws of the League of Women Voters of Florida.

Sec. 3. State Council. The board of directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that council in the number allotted the League of Women Voters of the St. Petersburg Area, Inc. under the provisions of the bylaws of the League of Women Voters of Florida.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Sec. 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the organization may adopt or those of the League of Women Voters of the United States or the League of Women Voters of Florida.

ARTICLE XII. AMENDMENTS

Sec. 1. Amendments. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting provided that amendments were submitted to the membership at least one month in advance of the meeting.

Sec. 2. Bylaws Committee. A bylaws committee of at least three members shall be appointed by the board of directors by November first of each year to review the bylaws and submit any recommendations to the board of directors. The committee shall also consider proposed amendments from individual members that have been received in writing not later than four weeks prior to the Annual Meeting.

Sec. 3. Proposal. Based on a report from the bylaws committee, the board of directors shall submit recommended and not-recommended proposed amendments to the membership for their consideration at the Annual Meeting.

LWVSPA Anti-Harassment Policy

The LWVSPA will not tolerate unlawful harassment in any form, against anyone, at any time, for any reason. This includes any conduct that creates an unprofessional or hostile working environment. If you feel that you have been subjected to conduct

that violates this policy, you should immediately report the matter to the president. The board of directors will investigate all such complaints in a timely manner and take appropriate action to resolve the matter. *Adopted April 2006*

LWVSPA Anti-Discrimination Policy

LWVSPA does not discriminate in employment or membership on the basis of age, race, color, religion, ancestry, ethnicity, national origin, sex, sexual orientation, marital status, disability or other protected group status. Physical standards for employment shall be fair, reasonable and appropriate to the requirements of the position.

Non-partisan Policy of the LWVSPA Board of Directors

Our non-partisan policy protects the good name of the League of Women Voters. The League as an organization does not support or oppose any political party, candidate for elective office, or any group that supports candidates. This applies whether a candidate is running under a party designation or in a non-partisan election. The board of directors is responsible for carrying out the non-partisan policy and seeing that there is member understanding and public awareness of the League's non-partisan stance. Board members may have party affiliations and should certainly carry out the responsibilities of every voter in exercising the franchise, including the responsibility to become informed about candidates. Board members may contribute to political parties and candidates and attend political meetings on the basis of individual judgment. The LWVSPA president and Voters Service chair need to exercise particular caution in areas where their active participation may be publicized and bring to question the League's non-partisan stance. Political activity of partner, spouse or other family member is separate and distinct from board members'. Campaign literature is not distributed during League meetings. A board member must resign: (a) as soon as she/he declares an intention to be a candidate (b) before working in a highly visible position for a political party or candidate. A board member may not hold elective political office during his/her term of office on the board of directors. The board may determine how soon after a member holds office or is actively involved in a campaign that that person is eligible for a board position. The board will deal with specific cases as they arise, on an individual basis. For guidance, refer to the bylaws of the Leagues of Women Voters of the United States and/or of Florida on non-partisan policy. *Adopted November 2011*

Dissolution Clause

In the event of the merger or dissolution of LWVSPA for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of LWVSPA shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of LWVSPA and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of

any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.