

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000137465 3)))



H190001374653ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page: Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Sue Burden  
Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904) 359-2000  
Fax Number : (904) 359-8700

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: aligrante@bellsouth.net

MERGER OR SHARE EXCHANGE  
Scenic Jacksonville, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

2019 APR 26 AM 8:32

SECRET  
FALLAC

999700-5909

Electronic Filing Menu

Corporate Filing Menu

Help

H19000137465 3

**ARTICLES OF MERGER**  
(Not for Profit Corporation)

**Merging**  
**The City Beautiful Coalition, Inc., a Florida not for profit corporation**  
**with and into**  
**Scenic Jacksonville, Inc., a Florida not for profit corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 617.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Scenic Jacksonville, Inc.	Florida	N20049

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
The City Beautiful Coalition, Inc.	Florida	N33914

**Third:** The Agreement and Plan of Merger is attached.

**Fourth:** The merger shall become effective on May 1, 2019.

**Fifth:** Adoption of Merger by surviving corporation. There are no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on January 23, 2019. The number of directors in office was 21. The vote for the plan was 14 For and 0 Against.

**Sixth:** Adoption of Merger by merging corporation. There are no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of the merging corporation on March 20, 2019. The number of directors in office was 17. The vote for the plan was 11 For and 0 Against.

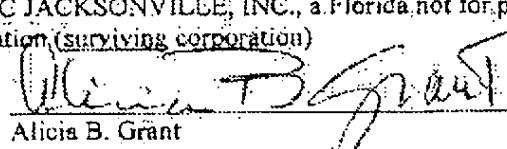
THE CITY BEAUTIFUL COALITION, INC.,  
a Florida not for profit corporation (merging corporation)

By:

  
Jason Ellis  
President

SCENIC JACKSONVILLE, INC., a Florida not for profit  
corporation (surviving corporation)

By:

  
Alicia B. Grant  
President

H19000137465 3

## PLAN AND AGREEMENT OF MERGER

This agreement (the "Agreement"), dated as of January 23, 2019, between SCENIC JACKSONVILLE, INC., a Florida not for profit corporation (the "Surviving Corporation") and THE CITY BEAUTIFUL COALITION, INC., a Florida not for profit corporation (the "Merging Corporation"); Surviving Corporation and Merging Corporation are each sometimes referred to herein as a "Party" or collectively as the "Parties."

### WITNESSETH

WHEREAS, the Parties deem it advisable and in their respective best interests to merge Merging Corporation with and into Surviving Corporation (the "Merger"), pursuant to Sections 617.1101 - 617.1106, Florida Statutes (2018).

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the Parties hereto, this Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter set forth.

### ARTICLE 1

#### MERGING CORPORATION WITH AND INTO SURVIVING CORPORATION

Section 1.1 Merger. Subject to the provisions of this Plan of Merger, at the Effective Time (as hereinafter defined in Article 2) Merging Corporation shall be merged with and into Surviving Corporation, and Surviving Corporation shall be the surviving corporation. The separate corporate existence of Merging Corporation shall cease at the Effective Time in accordance with the provisions of Section 617.1106, Florida Statutes. At the Effective Time, the title to all property owned by Merging Corporation shall immediately and automatically, by operation of law, become the property of Surviving Corporation without reversion or impairment, and all debts, liabilities and obligations of Merging Corporation shall become those of Surviving Corporation and shall not be released or impaired by the Merger. Surviving Corporation shall succeed, continue or vest in all respects to all of the rights, privileges, powers, franchises and obligations of Merging Corporation.

Section 1.2 Directors. Effective upon the Effective Time, the Board of Directors of Surviving Corporation (the "Surviving Corporation Board") shall consist of the individuals listed in Schedule A.

Section 1.3 Authorization. The respective officers of Merging Corporation and Surviving Corporation have been authorized to execute Articles of Merger on behalf of their respective corporations, in conformity with the provisions of Florida law; and the respective officers of Merging Corporation and Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger herein provided for.

H19000137465 3

Section 1.4 Merger Consideration. As both Parties will benefit from the Merger, Surviving Corporation shall not pay any consideration to Merging Corporation in consideration of the completion of the Merger.

## **ARTICLE 2**

### **EFFECTIVE DATE AND TIME**

The Merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the Merger."

## **ARTICLE 3**

### **ORGANIZATIONAL DOCUMENTS**

The Articles of Incorporation of the Surviving Corporation as in effect at the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended and changed pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"). The bylaws of the Surviving Corporation as in effect at the effective date of the Merger, shall continue to be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

## **ARTICLE 4**

### **AMENDMENT AND TERMINATION**

Section 4.1 Amendment. At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving Corporation and the Merging Corporation to the extent permitted by the Act.

Section 4.2: Termination. At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving Corporation or the Merging Corporation.

## **ARTICLE 5**

### **COVENANTS, CONDITIONS AND AGREEMENTS**

The Parties shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the Merger under the Act. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation, the appropriate officers of the Surviving Corporation are fully authorized, in the name of the Merging Corporation or otherwise, to take all such lawful and necessary action.

H19000137465 3

**ARTICLE 6**  
**ACTION ON PLAN AND AGREEMENT OF MERGER**

This Agreement and the terms hereof have been approved by the Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation, all pursuant to the Act. All advance notice provisions relative to the Merger, if any, are waived.

**ARTICLE 7**  
**EXECUTION AND EFFECTIVENESS**

The Parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Agreement and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any Party, the Parties shall confirm facsimile transmitted signatures by signing an original document.

*[Remainder of page intentionally blank]*

H19000137465 3

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving Corporation:**

SCENIC JACKSONVILLE, INC., a Florida not for profit corporation

By: Alicia B. Grant  
Name: Alicia B. Grant  
Title: President

**The Merging Corporation**

THE CITY BEAUTIFUL COALITION, INC., a Florida not for profit corporation

By: Jason Ellis  
Name: Jason Ellis  
Title: President

H19000137465 3

**SCHEDULE A**

**SURVIVING CORPORATION BOARD OF DIRECTORS**

Arpen Jr, Tracey  
Barakat, Oliver  
Bishop, William  
Brinton, Caroline  
Caven, Susan  
Coleman, Doug  
Corse, John  
D'Alisera, Laura  
DeLoach, Terry  
Ellis, Jason T  
Goller, Leslie  
Grant, Alicia B  
Hawkins, Lad  
Ketchum, Barbara  
Kirwan, Michael B  
Larson, Tom  
Lee, Denise  
Nelson, Kristina G  
Mark, Maria D  
McCombs, Karen  
Miller, Celia  
Lisska, MD, Lawrence  
Nussbaum, William M  
Overton, Jim  
Pappas, Ted  
Pierpont, Leslie  
Shieldhouse, Richard  
Wolfe, Jennifer  
Woods, Mark