

# N22369

(Requestor's Name)

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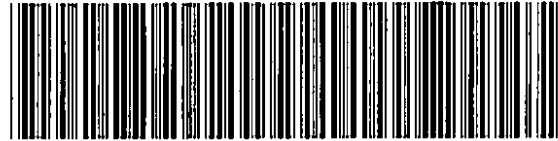
(Business Entity Name)

(Document Number)

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315 South Calhoun Street, suite 600

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Tallahassee, FL 32301 (850)425-5686

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Florida Theatre Performing Arts Center, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF MERGER

19 DEC 11 PM 4: 81

OF

THEATREWORKS, INCORPORATED

a Florida not-for-profit corporation.

WITH AND INTO

THE FLORIDA THEATRE PERFORMING ARTS CENTER, INC.

a Florida not-for-profit corporation

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporations Act, pursuant to 617.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity (referred to hereinafter as "Florida Theatre") is as follows:

| <u>Name</u>                                      | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| The Florida Theatre Performing Arts Center, Inc. | Florida             | N22369                 |

**SECOND:** The name and jurisdiction of the merging entity (referred to hereinafter as "Theatreworks") is as follows:

| <u>Name</u>                | <u>Jurisdiction</u> | <u>Document Number</u> |
|----------------------------|---------------------|------------------------|
| Theatreworks, Incorporated | Florida             | 749060                 |

**THIRD:** The Plan of Merger is attached as Exhibit A.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations.

**FIFTH:** The individuals who serve on the Board of Directors of Florida Theatre constitute the members of Florida Theatre. The Articles of Incorporation and Bylaws of Florida Theatre do not confer any voting rights upon the members of Florida Theatre in their capacity as members. The Plan of Merger was adopted by a majority of the voting members of the Board of Directors of Florida Theatre effective November 20, 2019, in accordance with the applicable provisions of Chapter 617, Florida Statutes. The number of directors in office at such time was 27, of which 19 were regular voting directors, 3 were ex officio voting directors, and 5 were honorary non-voting directors. Honorary non-voting directors are not counted when determining whether a quorum exists at a meeting of the directors. The number of votes cast for the merger by the voting directors at a meeting at which a sufficient quorum was present was sufficient for approval, and the vote for the Plan of Merger was as follows:

13 FOR: 0 AGAINST: 0 ABSTAINING

**SIXTH:** Theatreworks does not have any members. The Plan of Merger was adopted by the Board of Directors of Theatreworks, Incorporated, effective as of October 22, 2019, in accordance with the applicable provisions of Chapter 617, Florida Statutes. The number of directors in office at such time was nine. The number of votes cast for the merger was sufficient for approval, and the vote for the Plan of Merger was as follows:

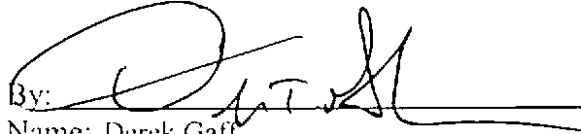
9 FOR; 0 AGAINST; 0 ABSTAINING

*[Remainder of Page Left Blank – Signatures Follow]*

IN WITNESS WHEREOF, Theatreworks and Florida Theatre have executed these Articles of Merger on DECEMBER 5, 2019.

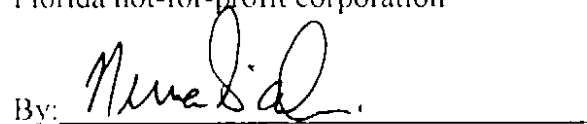
**THEATREWORKS:**

**THEATREWORKS, INCORPORATED**, a  
Florida not-for-profit corporation

By:   
Name: Derek Gaff  
Title: President

**FLORIDA THEATRE:**

**THE FLORIDA THEATRE  
PERFORMING ARTS CENTER, INC.**, a  
Florida not-for-profit corporation

By:   
Name: Numa C. Saisselin  
Title: President

**EXHIBIT A**

**PLAN OF MERGER**

**[SEE ATTACHED]**

**PLAN OF MERGER**  
**BETWEEN**  
**THEATREWORKS, INCORPORATED**  
a Florida not-for-profit corporation.  
**WITH AND INTO**  
**THE FLORIDA THEATRE PERFORMING ARTS CENTER, INC.**  
a Florida not-for-profit corporation

The following Plan of Merger is submitted in compliance with Sections 617.1101 and 617.1103, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity (referred to hereinafter as "Florida Theatre") is as follows:

| <u>Name</u>                                      | <u>Jurisdiction</u> |
|--|---------------------|
| The Florida Theatre Performing Arts Center, Inc. | Florida             |

**SECOND:** The name and jurisdiction of the merging entity (referred to hereinafter as "Theatreworks") is as follows:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| Theatreworks, Incorporated | Florida             |

**THIRD:** The terms and conditions of the merger are as follows:

Theatreworks shall be merged with and into Florida Theatre effective as of the date on which the Articles of Merger are filed with the Florida Department of State, Division of Corporations (the "Effective Time"). and Florida Theatre shall be the surviving not-for-profit corporation at the Effective Time of the merger. Florida Theatre shall succeed to all rights, assets, liabilities, and obligations of Theatreworks at the Effective Time of the merger. At the Effective Time, the directors of Theatreworks shall not become directors of Florida Theatre.

**FOURTH:** The Articles of Incorporation of Florida Theatre shall not be amended or modified in connection with the merger.

**FIFTH:** The Bylaws of Florida Theatre shall not be amended or modified in connection with the merger.

**SIXTH:** At the Effective Time of the merger, the following individuals shall serve as the directors of Florida Theatre, and such persons shall serve on the Board of Directors of Florida Theatre until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Florida Theatre:

1. Tom Bolling (Voting)
2. Leslie Gordon (Voting)
3. Dr. Lorraine Rodriguez (Voting)
4. P.C. Bryant (Voting)
5. Don Cameron (Voting)
6. Michael Greene (Voting)
7. Peter Hargitai (Voting)
8. Peggy Holt (Voting)
9. Chad Labenz (Voting)
10. Vince McCormack (Voting)
11. Hamilton Neal (Voting)
12. Missy Peters (Voting)
13. Fitzhugh Powell, Jr. (Voting)
14. Jason Roth (Voting)
15. Steven Smith (Voting)
16. Troy Spurlin (Voting)
17. Ed White (Voting)
18. Austin Wynn (Voting)
19. Bennie Shaw (Voting)
20. Ken Amaro (Voting)
21. Dave Henry (Honorary Member)
22. Lesley Roberts (Honorary Member)
23. Irene Lazzara (Honorary Member)
24. Bobby Martin (Honorary Member)
25. Dr. Ivan Porter (Honorary Member)
26. Guy Parola (Ex Officio)
27. Katherine Hardwick (Ex Officio)
28. Steven Rathel (Ex Officio)