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ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.

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FAX 727-384-4633

N26566

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000004460490--8
-07/05/01--01092--004
*****43.75 *****43.75

RE: Pinellas Foundation to Protect Abused Children, Inc. and Help A Child, Inc.

Gentlemen:

Please find enclosed two originals of Articles of Merger for Exchange Center of the Suncoast for the Prevention of Child Abuse, Inc., and Help A Child, Inc. together with my check for \$43.75 to cover costs.

Please certify one of the original articles and return to the undersigned.

Yours very truly,

MARK R. LEWIS, P.A.

000004460490--8
-07/27/01--01024--001
*****35.00 *****35.00

By

Mark R. Lewis, Sr.
Mark R. Lewis, Sr.

MRL/
Encls.

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FILED
01 JUL 31 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*N26566
JPX
CM
N26566
CM
Cert Copy

ARTICLES OF MERGER
Merger Sheet

MERGING:

PINELLAS FOUNDATION TO PROTECT ABUSED CHILDREN, INC., document
N46094, a Florida entity.

INTO

HELP A CHILD, INC., a Florida entity, N26566

File date: July 31, 2001

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2001

MARK R. LEWIS
6830 CENTRAL AVE., SUITE D
ST. PETERSBURG, FL 33710

SUBJECT: HELP A CHILD, INC.
Ref. Number: N26566

We have received your document for HELP A CHILD, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 901A00040917

ARTICLES OF MERGER

of

Pinellas Foundation to Protect Abused Children, Inc.

Into

Help A Child, Inc.

FILED
01 JUL 31 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the laws of the state of Florida, the undersigned corporation, Pinellas Foundation to Protect Abused Children, Inc., a Florida corporation not for profit, and Help A Child, Inc., a Florida corporation not for profit adopt the following Articles of Merger for the purpose of merging Pinellas Foundation to Protect Abused Children, Inc. into Help A Child, Inc.

1 **Plan of Merger.** The Plan of Merger setting forth the terms and conditions of the merger of Pinellas Foundation to Protect Abused Children, Inc., into Help A Child, Inc., is attached to these Articles as an exhibit.

2 **Adoption of Plan by Help A Child, Inc.** There are no members of Help A Child, Inc. entitled to vote on this plan of merger. This Plan was adopted by the members of the board of directors of Help A Child, Inc. by an unanimous vote of the board of directors of Help A Child, Inc., held on October 11, 2000.

3 **Adoption of Plan by Pinellas Foundation to Protect Abused Children, Inc.** There are no members of Pinellas Foundation to Protect Abused Children, Inc., entitled to vote on this plan of merger. This Plan was adopted by the members of the board of directors of Pinellas Foundation to Protect Abused Children, Inc., by an unanimous vote of the board of directors of Pinellas Foundation to Protect Abused Children, Inc., held on October 11, 2000.

4 **Amendment of Articles of Incorporation of the Parties.** There are no amendments to the Articles of Incorporation of the Parties as a result of the Plan of Merger or these Articles.

5 **Location of Plan of Merger.** There is an executed copy of the Plan of Merger on file at the principal place of business of the Surviving Corporation, Help A Child, Inc., located at 8800 49th St. N., Suite 410, Pinellas Park, FL 33782-5341.

6 **Effective Date.** The Plan of Merger shall be effective at midnight on December 31, 2000.



IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of the dates specified below.

"MERGING CORPORATION"

Pinellas Foundation to Protect Abused Children, Inc.

Bobbie Gilgosa
President

Dated: 3-14-01

ATTEST:

Kathy McCabe
Secretary

[CORP. SEAL]

"SURVIVING CORPORATION"

Help A Child, Inc.

Sharon Perlman
Sharon Perlman, MD, President

Dated: 3-14-01

ATTEST:

Christina
Secretary
[CORP SEAL]

FILED
01 JUL 31 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged, sworn to and subscribed before me this 15th day of March, ~~January~~, 2001 by BOBBIE GILGOSA as President of Pinellas Foundation to Protect Abused Children, Inc., a Florida corporation not for profit, on behalf of the

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6830 Central Ave., Suite D
St. Petersburg, FL 33707
Tel No. 727-381-1946
Fax No. 727-384-4633



corporation. She is personally known to me or who has produced _____
as identification and who did take an oath.

NOTARY PUBLIC

Janet M. Smith

Print: JANET M. Smith

My Commission Expires:

(SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged, sworn to and subscribed before me this 14th day of March, ~~January~~, 2001 by Sharon Perlman, MD as President of Help A Child, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

Janet M. Smith

Print: JANET M. Smith

My Commission Expires:



Janet M Smith
My Commission CC996826
Expires January 28, 2005

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PLAN AND AGREEMENT OF REORGANIZATION

by merger of

Pinellas Foundation to Protect Abused Children, Inc.

into

Help A Child, Inc.

THIS AGREEMENT, made and entered into by and between Help A Child, Inc., a Florida Corporation not for profit (hereinafter referred to as "Surviving Corporation") and Pinellas Foundation to Protect Abused Children, Inc., a Florida Corporation (hereinafter referred to as "Merging Corporation") as of the dates specified below.

RECITALS

A. Help A Child, Inc., is a Florida Corporation not for profit operating in the State of Florida and primarily operating in Pinellas County, Florida. Help A Child, Inc., was formerly known as Suncoast Child Protection Team, Inc.

B. Under the by-laws and Articles of Help A Child, Inc., only the Board of Directors of Help A Child, Inc., are entitled to vote on this Plan of Merger.

C. Pinellas Foundation to Protect Abused Children, Inc., is a Florida Corporation not for profit operating in the State of Florida and primarily operating in Pinellas County, Florida.

D. Under the by-laws and Articles of Pinellas Foundation to Protect Abused Children, Inc., only the Board of Directors of Pinellas Foundation to Protect Abused Children, Inc., are entitled to vote on this Plan of Merger.

E. The Corporations are desirous of entering into a plan and agreement providing for the merging into Help A Child, Inc., of the Corporation known as Pinellas Foundation to Protect Abused Children, Inc.

COVENANTS

NOW, THEREFORE, in consideration of the mutual covenants and consideration contained herein the parties agree as follows:

1. **Incorporation of Recitals.** The foregoing recitals are hereby acknowledged as true and correct and are hereby incorporated herein as a part and parcel of this Agreement.

2. **Plan of Merger.** A plan of merger of Help A Child, Inc., and Pinellas Foundation to Protect Abused Children, Inc., pursuant to Section 617.1103 is adopted as follows:

2.1. Pinellas Foundation to Protect Abused Children, Inc. shall be merged with and into Help A Child, Inc., to exist and be governed by the laws of the State of Florida.

2.2. The name of the Surviving Corporation shall be Help A Child, Inc.

2.3. This Agreement shall become effective December 31, ²⁰⁰⁰~~2001~~. *AP*

2.4. When this Agreement becomes effective the separate corporate existence of Pinellas Foundation to Protect Abused Children, Inc. shall cease, and the Surviving Corporation, Help A Child, Inc., shall succeed, without other transfer to all the rights and property of Pinellas Foundation to Protect Abused Children, Inc. and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved, unimpaired, and limited in lien to the property affected by the liens immediately prior to the mortgage.

2.5. The Surviving Corporation, Help A Child, Inc., will continue its operation with the assets of Pinellas Foundation to Protect Abused Children, Inc., as well as with its assets.

3. **Effective Date.** The effective date of the merger shall be December 31, 2000.

4. **Directors and Officers of Help A Child, Inc.** The present Board of Directors of and officers Help A Child, Inc., shall continue to serve as the Board of Directors and officers of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified.

5. **Bylaws of Help A Child, Inc.** The Bylaws of Help A Child, Inc., as existing on the Effective Date of the merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided in the bylaws or as provided by law.

6. **Miscellaneous.** This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original. This Agreement shall be controlled by, interpreted, governed and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused their duly authorized officers to affix their signatures as of the dates specified below.

"MERGING CORPORATION"

Pinellas Foundation to Protect Abused Children, Inc.

Balvin Gilgach
President

Attest: Kathleen Miller
Secretary

(SEAL)
Dated: 3-14, 2001

"SURVIVING CORPORATION"

Help A Child, Inc.

Sharon Perlman
Sharon Perlman, M.D., President

Attest: [Signature]
Secretary

(SEAL)
Dated: 3-14, 2001