

N30569

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FILED

04 MAY 12 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

05/20/04

DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Academy of Professional Mediators
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robin Davis

(Name of person)

Florida Academy of Professional Mediators

(Name of firm/company)

201 East University Avenue

(Address)

303

Gainesville, Florida 32601

(City/state and zip code)

For further information concerning this matter, please call:

Kathy Gayle

(Name of person)

At (800) 808-8494

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; 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
409 E. Gaines St.
Tallahassee, FL 32399

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:

Name

Jurisdiction

Document Number

(If known/ applicable)

Florida Academy of Professional
Mediators, Inc.

State of Florida

N30569

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

Florida Association of
Professional Family Mediators, Inc.

State of Florida

N05692

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 12 AM 8:20

FILED

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 in the future).

(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 _____.
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 8/21/2002. The number of directors in office was 11. The vote for the plan was as follows: 11 FOR 0 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 12-11-03. The number of directors in office was 7. The vote for the plan was as follows: 7 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Florida Academy of
Professional Mediators, Inc.

Signature

Charles N. Castagna, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

*See Attached Signatures

Nancy Blanton, President, FAPFM

Florida Association of Professional
Family Mediators, Inc.

Gary Fedar, Director,

Robert Dulberg, Treasurer

Laurie Pine Farber, Director

Lee Schrieber, Director

Meredith Cohen, Director

Charles Castagna, Past President

WRITTEN MERGER MOTION

THE FLORIDA ACADEMY OF PROFESSIONAL FAMILY MEDIATORS

We, the undersigned, current Directors of the Florida Academy of Professional Family Mediators, make this written Motion that the Florida Academy of Professional Family Mediators merge with the Florida Academy of Professional Mediators effective January 1, 2004, in accordance with the Memorandum from Dan Warner and Nancy Blanton dated August 20, 2002, a copy of which is attached hereto as Exhibit 1. A signature and a mark in the "Yes" column below means a Director is voting in favor of this Merger Motion. A signature and a mark in the "No" column below means a Director is voting against this Merger Motion. If a majority of the Directors signing this Merger Motion indicate below they are in favor of this Merger Motion, then this Motion shall be deemed passed by the Directors. We waive a meeting by telephone or in person to adopt this Motion and consent and agree to the adoption of this Motion by signatures and yes votes below. If this Motion is passed, President Nancy Blanton is authorized to take all steps necessary to effectuate the merger including but not limited to the transfer of the balance in the Treasury of the Florida Academy of Professional Family Mediators to the Florida Academy of Professional Mediators.

Director Signature

Date Signed

Yes

No

Nancy Blanton

Gary Feder

Lee Schrieber

Meredith Cohen

Robert Dulberg

Laurie Farber

Charles Castagna

12/27/2003

\$predicated

+ Contingent upon (1) authority to so act
(2) sufficiency of articles + plan of merger.
Payment for merge is outstanding, and again dup.

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Director Signature

Date Signed

Yes

No

Nancy Blanton

Gary Feder

Lee Schrieber

Meredith Cohen

11/24/03 X Yes

Robert Dulberg

Laurie Farber

Charles Castagna

WRITTEN MERGER MOTION

THE FLORIDA ACADEMY OF PROFESSIONAL FAMILY MEDIATORS

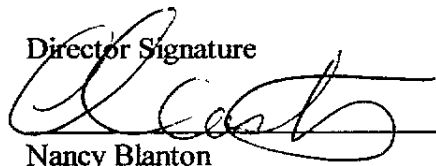
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Director Signature

Date Signed

☒ Yes

☐ No



Nancy Blanton

11/26/03

Gary Feder

Lee Schrieber

Meredith Cohen

Robert Dulberg

Laurie Farber

☒ Charles Castagna

WRITTEN MERGER MOTION

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Director Signature

Date Signed

Yes

No

Nancy Blanton

Gary Feder

Lee Schrieber

Meredith Cohen

Robert Dulberg

Laurie Farber

Charles Castagna

11-24-03

yes in favor of
merger motion.

WRITTEN MERGER MOTION

THE FLORIDA ACADEMY OF PROFESSIONAL FAMILY MEDIATORS

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Director Signature

Date Signed

Yes

No

Nancy Blanton

 11-26-03 yes

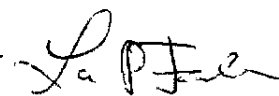
Gary Feder

Lee Schrieber

Meredith Cohen

Robert Dulberg

Laurie Farber

--  11/25/03 yes

Charles Castagna

WRITTEN MERGER MOTION

THE FLORIDA ACADEMY OF PROFESSIONAL FAMILY MEDIATORS

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Director Signature	Date Signed	Yes	No
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_____ Nancy Blanton	_____		
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Gary Feder

Lee Schrieber

Meredith Cohen

Robert Dulberg

Robert Dulberg

12/11/03 X

Laurie Farber

Charles Castagna

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

Florida Academy of Professional Mediators, Inc.

State of Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Florida Association of Professional
Family Mediators, Inc.

State of Florida

The terms and conditions of the merger are as follows:

*See Attached Merger Plan

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

*See Attached Merger Plan

Other provisions relating to the merger are as follows:

New Board Members are: Nancy Blanton, Director
Meredith Cohen, Director
Laurie Pine Farber, Director
Lee Schrieber, Director

MERGER PLAN

MEMORANDUM

TO: Gerry Levin - President, FAPFM, Inc.
Charles Castagna, President, FAPFM, Inc.

FROM: Dan Warner and Nancy Blanton

DATE: August 20, 2002

RE: Uniting Florida Mediators

At your request, and with Board approval of both organizations, the above met to further explore a possible uniting of the two oldest Florida mediation organizations. The following is a list of "potential" answers to questions which arise from any such action. Based on over ten (10) years experience and leadership roles in the organizations, we (Dan and Nancy) believe these answers would be acceptable to the vast majority of the members in both organizations. We recognize other approaches are certainly possible and should be discussed and considered when presented by others. (The word "Academy" means FAPM and "Association" means FAPFM.)

1. The name of the organization could be the Florida Academy of Professional Mediators, Inc. and the logo would continue in its current form. (To add all individual mediation disciplines would make the name too long and to not name them all would be too selective and subjective. Any change would be expensive, and perhaps would confuse the public.)
2. The organization would have 16 Board members and four seats would be filled initially by individuals recommended by the current Board of FAPFM.
3. The current officers and committee chair structure of the Academy would continue and the incumbents would continue in place.
4. The By-laws of the organization would be amended to provide the following:
 - A. New offices would be created for a Vice-President for County Mediation, a Vice-President for Family Mediation and a Vice President for Circuit Civil Mediation. Other disciplines would be added when their membership in the organization attained a threshold level of perhaps 75 members.
 - B. The education/training function of the organization would be planned and carried out by a committee that always has equal numbers of members representing County, Family and Circuit mediators so that at least once each year an advanced training would be conducted for each of these disciplines.

PAGE 2 UNITING FLORIDA MEDIATORS

5. Kathy Gayle would be retained in her current position with her current duties. The 800 number would remain the same.
6. Both organizations would pay all their current debts and have their financial records reviewed by a committee from the other organization. After satisfying this due diligence all liquid assets of the Association would be deposited into the bank account of the Academy.
7. The current dues structure of the Academy would continue. Only Association members who are not paid up members of the Academy would be billed for dues the first year. There would be only one membership list following unification.
8. The Association tape library tapes would be added to the Academy tape library.
9. The CAUCUS would not change and would be used to explain to membership of both current organizations the rationale for unification.
10. The cost of the process should be shared equally by both organizations and it should not be much. We estimate around one thousand dollars each for the entire process.

If each Board votes to pursue a melding or unification at the Dispute Resolution Conference in August, 2002, we suggest that a small committee be established with equal representation from both organizations to specify a timetable to present to the respective Boards by November 1, 2002. It is also suggested that a final vote be taken by the end of this calendar year. The actual implementation may require a transition of six to twelve months to complete all steps.

We believe a melding of the two organizations would be successful from both the individual members standpoint and also for the cause of mediation in the state of Florida. We endorse this concept.

Submitted by:

Dan Warner
Dan Warner FAPM

Nancy Blanton
Nancy Blanton FAPM

8-21-02
Date