

N341333

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE The Tampa Bay History Center, Inc.

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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)
The Tampa Bay History Center, Inc.	Florida	N34333

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TBHC Facility Corporation	Florida	N11000004846
TBHC Historical Collections Corporation	Florida	N11000004856

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)

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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 December 11, 2019. The number of directors in
 office was 30. The vote for the plan was as follows: 30 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


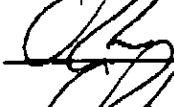
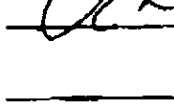
There are no members or members entitled to vote on the plan of merger.
 The plan of merger was adopted by the board of directors on December 11, 2019. The number of directors in
 office was 5. The vote for the plan was as follows: 5 FOR 0
 AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
The Tampa Bay History Center, Inc.		Clarence J. Roberts, President
TBHC Facility Corporation		Clarence J. Roberts, President
TBHC Historical Collections Corporation		Clarence J. Roberts, President

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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

The Tampa Bay History Center, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

TBHC Facility Corporation

Jurisdiction

Florida

TBHC Historical Collections Corporation

Florida

The terms and conditions of the merger are as follows:

See attachment.

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

None.

Other provisions relating to the merger are as follows:

None.

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PLAN OF MERGER

THIS PLAN OF MERGER, (the "Plan") made and entered into as of this 4th day of May, 2020, by and between THE TAMPA BAY HISTORY CENTER, INC., a Florida not for profit corporation (referred to herein as "TBHC" or "Surviving Corporation"), and TBHC FACILITY CORPORATION, a Florida not for profit corporation ("TBHC Facility"), and TBHC HISTORICAL COLLECTIONS CORPORATION, a Florida not for profit corporation ("TBHC Collections") (TBHC Facility and TBHC Collections referred to herein individually as a "Merged Corporation" and collectively as the "Merged Corporations").

WITNESSETH:

WHEREAS, Surviving Corporation is a not for profit corporation that is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and whose mission is to serve as a dynamic and entertaining learning resource that inspires a sense of place and pride for diverse audiences of all ages through interactive educational programs and engaging exhibitions;

WHEREAS, TBHC Facility is a not for profit corporation that is exempt from federal income taxation under section 501(c)(2) of the Internal Revenue Code of 1986, as amended, and whose mission is to further education and understanding of the history and culture of the greater Tampa and historic Hillsborough County area;

WHEREAS, TBHC Collections is a not for profit that is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and whose mission is to further education and understanding of the history and culture of the greater Tampa and historic Hillsborough County area;

WHEREAS, in conjunction with the merger set forth herein, TBHC Facility and TBHC Collections are merging with and into TBHC;

WHEREAS, each Merged Corporation desires to merge with and into Surviving Corporation, with Surviving Corporation being the continuing corporation (hereinafter called the "Merger"), and Surviving Corporation's corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein in accordance with §617.1101-§617.1106 of the Florida Not For Profit Corporation Act (the "Act"); and

WHEREAS, the Board of Trustees of Surviving Corporation has determined that the Plan is advisable and in the best interests of Surviving Corporation, and the Board of Trustees of each respective Merged Corporation have determined that the Plan is advisable and in the best interests of each respective Merged Corporation;

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

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ARTICLE I

THE MERGER

1. Pursuant to §617.1101-§617.1106 of the Act, each Merged Corporation shall be merged into Surviving Corporation as of the Effective Date. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, (a) each Merged Corporation shall be merged with and into Surviving Corporation; (b) the separate existence of each Merged Corporation shall cease and the existence of Surviving Corporation shall continue unaffected and unimpaired by the Merger except as set forth herein; (c) all property, real, personal, tangible, intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to each respective Merged Corporation shall be taken and be deemed to be transferred to and vested in Surviving Corporation and shall be thereafter as effectively the property of Surviving Corporation as they were the property of each respective Merged Corporation; and (e) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in each respective Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of each respective Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of each respective Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of each Merged Corporation, and shall be responsible and liable for all liabilities and obligations of Merged Corporation, all as more particularly set forth in §617.1106 of the Act.

ARTICLE III

MEMBERS

The members of Surviving Corporation immediately before the Merger shall be the members of Surviving Corporation immediately following the Merger, and, without further action, shall possess all rights and obligations granted to members of Surviving Corporation.

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ARTICLE IV

APPROVAL

This Plan of Merger was adopted by the Board of Trustees of Surviving Corporation and the Board of Trustees of each respective Merged Corporation.

ARTICLE V

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation and Bylaws of Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE VI

BOARD OF TRUSTEES AND OFFICERS

The Board of Trustees and officers of Surviving Corporation immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Trustees and officers of Surviving Corporation until the Trustees' and officers' successors are duly elected and qualified or until a Trustee's or officer's earlier resignation, removal or death.

ARTICLE VII

ASSIGNMENT

If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Surviving Corporation the title to any property or rights of either Merged Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of the appropriate Merged Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Surviving Corporation.

ARTICLE VIII

EXPENSES

Surviving Corporation shall pay all expenses of accomplishing the Merger.

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ARTICLE IX**AMENDMENT**

This Plan may be amended by the Board of Trustees of Surviving Corporation or either Merged Corporation with the prior approval of the other corporations at any time before the filing of the Articles of Merger with the Department of State of Florida.

ARTICLE X**ABANDONMENT**

Notwithstanding anything to the contrary contained in this Plan, this Plan may be terminated and abandoned by the Board of Trustees of Surviving Corporation or either Merged Corporation with the prior approval of the other corporations at any time before the filing of the Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, each Merged Corporation and the Surviving Corporation have executed this Agreement by their duly appointed officers under their corporate seals the day and year first above written.

SURVIVING CORPORATION:**TAMPA BAY HISTORY CENTER, INC.**By: 

C.J. ROBERTS, President

MERGED CORPORATIONS:**TBHC FACILITY CORPORATION**By: 

C.J. ROBERTS, President

TBHC HISTORICAL COLLECTIONS CORPORATIONBy: 

C.J. ROBERTS, President

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