

2011-Jun-22 02:06pm
Division of Corporations

Byron Baker & Hostetler

407 841 0168

T-330 P-001/010 F-236

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**MERGER OR SHARE EXCHANGE
THE BOGGY CREEK GANG, INC.**

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Help

STATE OF FLORIDA
ARTICLES OF MERGER
OF
THE BOGGY CREEK GANG FOUNDATION, INC.
(a Florida not for profit corporation)
INTO
THE BOGGY CREEK GANG, INC.
(a Florida not for profit corporation)

FILED
SECRETARY OF STATE
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Pursuant to Section 617.1105, *Florida Statutes*, the undersigned entities adopt the following Articles of Merger. The name of the surviving company, upon the effective date of merger, will be THE BOGGY CREEK GANG, INC., a Florida not for profit corporation, whose address is 30500 Brantley Branch Road, Eustis, Florida 32736.

ADOPTION OF AGREEMENT

Neither of the undersigned entities has members. On the 22nd day of ^{June, 2011} ~~December, 2010~~, the Board of Directors of THE BOGGY CREEK GANG FOUNDATION, INC., a Florida not for profit corporation ("BCGF"), Florida Document Number N96000000174, whose address is 30500 Brantley Branch Road, Eustis, Florida 32736-9596, adopted and approved by unanimous written consent (there being three directors then in office) the Agreement and Plan of Merger (as defined below) in accordance with the applicable provisions of Chapter 617, *Florida Statutes*. On the 22nd day of ^{June, 2011} ~~December, 2010~~, the Board of Directors of THE BOGGY CREEK GANG, INC., a Florida not for profit ("BCG"), Florida Document Number N36749, whose address is 30500 Brantley Branch Road, Eustis, Florida 32736-9596, adopted and approved by unanimous written consent (there being three directors then in office) the Agreement and Plan of Merger in accordance with the applicable provisions of Chapter 617, *Florida Statutes*.

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger adopted and approved by BCGF and BCG is attached hereto as Exhibit "A" (the "Agreement and Plan of Merger"). The attached Agreement and Plan of Merger meets the requirements of 617.1101 and 617.1103, *Florida Statutes*, and was approved by each domestic not for profit corporation that is a party to the merger in accordance with Chapter 617, *Florida Statutes*.

EFFECTIVE DATE

The merger of the undersigned entities will become effective as of the filing of the Articles of Merger with the Florida Department of State.

June 22, 2011.
Dated: ~~December~~ 2010

THE BOGGY CREEK GANG FOUNDATION, INC., a
Florida not for profit corporation

By: *James R. Ellis*
Name: James R. Ellis
Title: Chairman

THE BOGGY CREEK GANG, INC., a
Florida not for profit corporation

By: *J. Patterson Cooper*
Name: J. Patterson Cooper
Title: Chairman

AGREEMENT AND PLAN OF MERGER

2011 This Agreement and Plan of Merger (this "Plan of Merger") is made this 22nd day of June, 2010, by and among THE BOGGY CREEK GANG FOUNDATION, INC., a Florida not for profit corporation ("BCGF"), and THE BOGGY CREEK GANG, INC., a Florida not for profit corporation ("BCG").

WITNESSETH:

WHEREAS, BCGF and BCG have been presented with a proposal whereby BCGF will be merged with and into BCG, with BCG being the surviving corporation; and

WHEREAS, the Board of Directors of BCGF and the Board of Directors of BCG deem it advisable, for the benefit of BCGF and BCG, that BCGF be merged with and into BCG, with BCG as the surviving corporation, pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"); and

WHEREAS, the Board of Directors of BCGF and the Board of Directors of BCG have approved and adopted this Plan of Merger in accordance with Section 617.1103(1)(b), Florida Statutes, and the merger described herein by unanimous written consent of the directors of BCGF and unanimous written consent of the directors of BCG, each dated as of the date hereof.

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or advisable, BCGF and BCG hereby set forth the terms of the merger as follows:

1. Merger. The names of the corporations which are to be merged are THE BOGGY CREEK GANG FOUNDATION, INC., a Florida not for profit corporation, and THE BOGGY CREEK GANG, INC., a Florida not for profit corporation (collectively the "Merged Entities"). In accordance with the provisions of the Act, at the Effective Date (as hereinafter defined), BCGF shall be merged with and into BCG and BCG shall be the surviving corporation (hereinafter, the "Survivor") and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Existence. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of BCGF with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of BCG and Survivor shall be vested fully therewith and the separate existence and identity of BCGF shall thereafter cease, except to the extent continued by statute and this Plan of Merger.

3. Property. At the Effective Date, any and all property, real, personal and mixed, of any of the Merged Entities, including, without limitation, the property described on Exhibit "A" attached hereto, and all debts due, as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in Survivor, and shall thereafter be the property of Survivor, as if it were Survivor, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the merger but, rather shall immediately vest in Survivor without further action by Survivor. All rights of creditors and all liens upon any property of any of the Merged Entities shall be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities that have merged shall attach to Survivor

and may be enforced against Survivor to the same extent as if the debts, liabilities and duties had been incurred or contracted by Survivor.

4. Effective Date. The merger shall become effective (the "Effective Date") upon the filing of the Articles of Merger with the Florida Department of State.

5. Company Governance.

a. The Articles of Incorporation of BCG, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Incorporation of the Survivor.

b. The Bylaws of BCG, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Bylaws of the Survivor.

c. The officers and directors of BCG immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.

6. Tax Returns and Other Required State or Federal Filings. As of the Effective Date, all federal and state tax returns and other state or federal filings required to be filed by BCGF (the "Filings") shall become the responsibility of Survivor, and Survivor shall take any and all actions necessary to cause the Filings to be filed with the appropriate governmental agency.

7. BCGF's Approval of Merger. BCGF represents to BCG that it has no members and is comprised solely of voting directors. All of the directors of BCGF have unanimously approved this merger as reflected by that certain Unanimous Written Consent of Board of Directors dated ~~December 2010~~ June 22, 2011.

8. BCG's Approval of Merger. BCG represents to BCGF that it has no members and is comprised solely of voting directors. All of the directors of BCG have unanimously approved this merger as reflected by that certain Unanimous Written Consent of Board of Directors dated ~~December 2010~~ June 22, 2011.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

THE BOGGY CREEK GANG FOUNDATION,
INC., a Florida not for profit corporation

By: James R. Ellis
NAME: James R. Ellis
TITLE: Chairman

THE BOGGY CREEK GANG, INC.,
a Florida not for profit corporation

By: J. Patterson
NAME: J. Patterson
TITLE: CHAIRMAN

Exhibit "A"

PROPERTY

Account Number xxx615 with Wells Fargo Bank, N.A. consisting of cash in a money market fund and mutual funds, in the approximate principal amount of \$233,111.64 as of September 30, 2010.

2011-Jun-22 02:07pm From-Baker & Hostetler

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Exhibit "B"
Articles of Merger
[See attached]