

N38243

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Merger NC
Teller's
7-29-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Literacy Council of Bonita Springs, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Gretchen M. Nine-Bunnell, Paralegal
(Contact Person)

Hahn Loeser & Parks LLP
(Firm/Company)

200 Public Square, Suite 2800
(Address)

Cleveland, Ohio 44114
(City/State and Zip Code)

For further information concerning this matter, please call:

Gretchen M. Nine-Bunnell At (216) 274-2217
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



Gretchen M. Nine-Bunnell

Direct Phone: 216.274-2217

Direct Fax: 216.274-2417

E-mail: gmnine-bunnell@hahnlaw.com

July 27, 2011

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
ATTN: THELMA

Re: Certificate of Merger for Florida Not for Profit Corporations

Dear Thelma:

Per our telephone conversation this afternoon, enclosed please find the original signature pages, as well as a revised first page to the Amended and Restated Articles of Incorporation for the surviving entity, in regards to the merger of Literacy Volunteers of Lee County, FL, Inc. with and into Literacy Council of Bonita Springs, Inc. Please insert and replace the enclosed pages with the documents forwarded to you under letter dated July 25, 2011.

If you have any further questions, please do not hesitate to call me at the above telephone number.

Sincerely yours,

A handwritten signature in black ink, appearing to read "G. Nine-Bunnell", is written over the typed name.

Gretchen M. Nine-Bunnell
Paralegal

Enclosures

HAHN LOESER & PARKS LLP attorneys at law

cleveland columbus akron naples fort myers indianapolis

4110603.2
200 Public Square, Suite 2800 Cleveland, Ohio 44114-2316 phone 216.621.0150 fax 216.241.2824 hahnlaw.com



Gretchen M. Nine-Bunnell

Direct Phone: 216.274-2217
Direct Fax: 216.274-2417
E-mail: gmnine-bunnell@hahnlaw.com

July 25, 2011

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Merger for Florida Not for Profit Corporations

Dear Sir/Madam:

Enclosed for filing, please find a Cover Letter and the Articles of Merger, Plan of Merger and Amended and Restated Articles of Incorporation for the merger of Literacy Volunteers of Lee County, FL, Inc. with and into Literacy Council of Bonita Springs, Inc.

I have also enclosed a check in the amount of \$78.75, to cover the filing fee for the requested filing. Please return the certified copy of the documents to me at your very earliest convenience. If you have any questions, please do not hesitate to call me (collect) at the above telephone number.

Sincerely yours,

Gretchen M. Nine-Bunnell
Paralegal

Enclosures

Disclosure Pursuant to Department of Treasury Circular 230

Unless expressly stated otherwise in this communication, nothing contained in this communication was intended or written to be used by any taxpayer, can be used by any taxpayer or may be relied upon or used by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer under provisions of the Internal Revenue Code of 1986, as amended. No one, without our express prior written consent, may use any part of this communication in promoting, marketing or recommending a partnership or other entity, investment plan or arrangement to any taxpayer.

cc: Douglas C. Carlson, Esq. (w/encl.)

HAHN LOESER & PARKS LLP attorneys at law

cleveland columbus akron naples fort myers indianapolis
4110603.1
200 Public Square, Suite 2800 Cleveland, Ohio 44114-2316 phone 216.621.0150 fax 216.241.2824 hahnlaw.com

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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)
Literacy Council of Bonita Springs, Inc.	Florida	N38243

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Literacy Volunteers of Lee County, Fl, Inc.	Florida	N33576
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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).

(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 June 30, 2011. The number of directors in office was 10. The vote for the plan was as follows: 10 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 June 22, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 11 FOR 0 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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Literacy Volunteers of
Lee County, Fl, Inc.

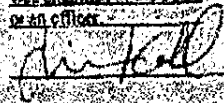
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman,
vice chairman of the board
or an officer

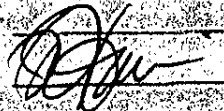
Typed or Printed Name of Individual & Title

Literacy Council of
Bonita Springs, Inc.



James Kahl, President

Literacy Volunteers of
Lee County, Fl., Inc.



Douglas Harrison, President

PLAN OF MERGER

This Plan of Merger (this "Agreement"), dated as of July 8, 2011, between LITERACY COUNCIL OF BONITA SPRINGS, INC. ("Council"), a Florida not for profit corporation, and LITERACY VOLUNTEERS OF LEE COUNTY, FL, INC. ("Volunteers"), a Florida not for profit corporation.

WHEREAS, Council is a corporation organized and existing under the Florida Not for Profit Corporation Act; and

WHEREAS, Volunteers is a corporation organized and existing under the Florida Not for Profit Corporation Act; and

WHEREAS, pursuant to Florida Statute Sections 617.1101 through 617.1106, the Board of Directors of each of Council and Volunteers deem it desirable and in the best interests of each of the corporations that Volunteers be merged with and into Council.

NOW, THEREFORE, IT IS AGREED pursuant to the requirements of the Florida Statutes Section 617.1101 through 617.1106:

1. Volunteers has agreed to merge with and into Council (the "Merger") and Council shall be the surviving corporation of the Merger (sometimes hereinafter referred to as the "Surviving Corporation").

2. The place in the State of Florida where the principal office of the Surviving Corporation shall be located is Bonita Springs, Lee County, Florida.

3. Effective with the Merger, the separate corporate existence of Volunteers shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of Volunteers, and the Surviving Corporation shall become

subject to all the debts and liabilities of Volunteers in the same manner as if the Surviving Corporation had itself incurred them.

4. Effective with the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as set forth on Exhibit A, attached hereto.

5. The Merger shall be effected by filing Articles of Merger pursuant to the Florida Statutes Section 617.1105 and upon the filing with the Florida Department of State, Division of Corporations, the Merger shall be effective. Council and Volunteers each hereby agree to promptly do all such acts and to take all such other measures as may be necessary and/or appropriate to carry out the provisions of this Agreement.

IN WITNESS WHEREOF, each of Council and Volunteers have caused this Plan of Merger to be signed by its duly authorized Officers as of the date first above written.

LITERACY COUNCIL OF BONITA
SPRINGS, INC.

By: 

Printed Name: James Kahl

Its: President

And by: 

Printed Name: JAMES R. BRENNAN

Its: VICE PRES.

LITERACY VOLUNTEERS OF
LEE COUNTY, FL, INC.

By: _____

Printed Name: _____

Its: _____

And by: _____

Printed Name: _____

Its: _____

subject to all the debts and liabilities of Volunteers in the same manner as if the Surviving Corporation had itself incurred them.

4. Effective with the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as set forth on Exhibit A, attached hereto.

5. The Merger shall be effected by filing Articles of Merger pursuant to the Florida Statutes Section 617.1405 and upon the filing with the Florida Department of State, Division of Corporations, the Merger shall be effective. Council and Volunteers each hereby agree to promptly do all such acts and to take all such other measures as may be necessary and/or appropriate to carry out the provisions of this Agreement.

IN WITNESS WHEREOF, each of Council and Volunteers have caused this Plan of Merger to be signed by its duly authorized Officers as of the date first above written.

LITERACY COUNCIL OF BONITA
SPRINGS, INC.

By:

Printed Name: James Kahl

Its: President

And by:

Printed Name: James R. Brennan

Its: Vice Pres.

LITERACY VOLUNTEERS OF
LEE COUNTY, FL, INC.

By:

Printed Name: Douglas Harrison

Its: President

And by:

Printed Name: Michele H. Hoover

Its: Treasurer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LITERACY COUNCIL OF BONITA SPRINGS, INC.
(A Corporation Not-For-Profit)

ARTICLE I
NAME AND ADDRESS

The name of the corporation is Literacy Council Gulf Coast, Inc. (the "Corporation"). The principal office address of the Corporation is 26820 Old 41 Road, Bonita Springs, Florida 34135 and the mailing address is P.O. Box 2703, Bonita Springs, Florida 34133.

ARTICLE II
PURPOSE

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the Corporation is organized:

(1) For the purpose of promoting literacy in the English language in Southwestern Florida;

(2) To acquire funds from individuals, corporations, associations, governmental agencies and all segments of the public in general through contributions, grants, gifts of property, bequests, or otherwise, and to utilize such funds for the purposes described in section (1) above; and

(3) To do any and all things necessary or incident to the foregoing.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

(B) Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation, all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(2) The Corporation shall not engage in or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

(C) In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the Corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE III MEMBERS

The members of the Corporation shall consist of the individuals constituting the Board of Directors herein provided, and their successors in office.

ARTICLE IV DIRECTORS

Section 1- Number of Directors. The number of directors constituting the Board of Directors of the Corporation shall be no fewer than ten (10) and no greater than fifteen (15) as determined from time to time by the Board of Directors of the Corporation.

Section 2 – Election of Directors. These Amended and Restated Articles of Incorporation are adopted in conjunction with a Plan of Merger whereby Literacy Volunteers of Lee County, FL, Inc. ("LV") is merging with and into the Corporation (the "Merger"). The initial Board of Directors (the "Initial Board") upon the effective date of the Merger shall be comprised of up to ten (10) persons designated by the Board of Directors of the Corporation in office immediately prior to the effective date of the Merger, and up to five (5) persons designated by the Board of Directors of LV in office immediately prior to the effective date of the Merger. Vacancies in the Board of Directors of the Corporation occurring after the effective date of the Merger shall be filled as provided in the bylaws of the Corporation.

Section 3 – Terms of Directors. Directors shall be separated into three (3) substantially equal classes and each shall serve for a term of three (3) years. For purposes of designating the Initial Board, each of the Corporation and LV shall specify the class into which each of their designees is designated. Those designated into Class I shall serve until the conclusion of the Corporation's annual meeting in 2014; those designated into Class II shall serve until the conclusion of the Corporation's annual meeting in 2013; and those designated into Class III shall serve until the conclusion of the Corporation's annual meeting in 2012. Thereafter, the term of office for each class of Director shall be three (3) years. In connection with designating the Initial Board, (i) the Corporation shall be permitted to designate three (3) persons into Class I, three (3) persons into Class II and four (4) persons into Class III and (ii) LV shall be permitted to designate two (2) persons into Class I, two (2) persons into Class II and one (1) person into Class III.

ARTICLE V REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida, 34108.

ARTICLE VI AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE VII DISTRIBUTION UPON DISSOLUTION

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

ACCEPTANCE OF REGISTERED AGENT

HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Articles of Incorporation of Literacy Council Gulf Coast, Inc., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL STATUTORY AGENT, INC.,
Registered Agent

By:


David L. Finch, Assistant Treasurer

Date: July 21, 2011