

12/29/2016

Division of Corporations

Florida Department of State
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MERGER OR SHARE EXCHANGE

Women's Resource Center of Manatee, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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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)
Women's Resource Center of Manatee, Inc.	Florida	N39995

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Women's Resource Center of Manatee, Inc.	Florida	N39995
Women's Resource Center of Sarasota	Florida	747409
County, Inc.		

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 01 / 01 / 2018 (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)

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 N/A.
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 11/02/2016. The number of directors in office was 12. The vote for the plan was as follows: 12 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 N/A. 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

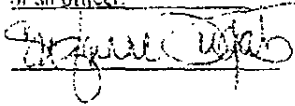
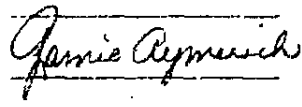
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 11/02/2016. The number of directors in office was 10. The vote for the plan was as follows: 10 FOR _____ 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>
Women's Resource Center of Manatee, Inc.		Suzanne Fugate, Chair
Women's Resource Center of Sarasota County, Inc.		Jamie Aymench, Chair

**Women's Resource Center of Manatee, Inc.
and Women's Resource Center of Sarasota County, Inc.**

**Plan of Merger
November 2, 2016**

The terms of the merger between Women's Resource Center of Manatee, Inc., (WRCM) and Women's Resource Center of Sarasota County, Inc., (WRCSC) are as follows:

I. Governance

- Women's Resource Center of Sarasota County, Inc., will merge into Women's Resource Center of Manatee, Inc., effective January 1, 2017. Women's Resource Center of Manatee, Inc. will be the surviving entity.
- The jurisdiction for Women's Resource Center of Sarasota County, Inc. and Women's Resource Center of Manatee, Inc. is the State of Florida. The jurisdiction of the surviving entity, Women's Resource Center of Manatee is the State of Florida.
- The Board of Directors will decide upon a new name for the merged organization, following the merger.
- The primary physical address of the merged organization shall be:

Women's Resource Center of Manatee
1926 Manatee Avenue West
Bradenton, Florida 34205

- The officers of the merged corporation shall be Board Chair, Vice Chair, Secretary, and Treasurer.
- The Board of Directors and Officers of the merged organization shall be as follows:

Three-year Term of Directors:

Ms. Kim Bald
Ms. Marguerite Barnett
Ms. Pauldie Howrigan

Ms. Brenda Parker

Mr. Mark Singer

Two-year Term of Directors:

Ms. Suzanne Fugate, Board Chair

Ms. Nancy Christian

Ms. Cynthia Malkin

Mr. Michael Prohidney

Ms. Reba Rogers, Treasurer

Ms. Gray Videnka, Secretary

One-year Term of Directors:

Ms. Jamie Aymerich, Immediate Past Chair

Ms. Mary Bowden

Mr. Arthur Guildford

Ms. Kristen Horler

Ms. Melissa Karp

Ms. Mandy Quinones, Vice Chair

Ms. Amy Sankes

Ms. Jossie Zapata

- The Board of Directors shall have four (4) standing committees:
 - Executive Committee
 - Financial and Audit Committee
 - Governance Committee
 - Collaboration Committee
- An annual financial contribution shall be required of all Directors.
- If it is desired, the mission and vision of the merged organization shall be changed after the organizations have merged.
- The Bylaws of WRCM shall be amended as outlined in the Article of Mergers and shall govern the merged organization.

II. Programs

- It is anticipated that the current programs of both organizations shall continue following the merger.

III. Financial

- All financial matters and transactions, dealing with the merger, shall be conducted in accordance with Generally Accepted Accounting Principles for tax-exempt corporations and in compliance with the laws of the State of Florida.

IV. Human Resources

- Ashley Brown shall be the Chief Executive Officer of the merged corporation.
- It is anticipated that current staff positions of both organizations shall be retained in the merged organization.
- At the time of the merger, all WRCSC employees in good standing shall be hired by the merged organization.
- All employees shall be subject to the personnel policies outlined in the WRCM Employee Handbook.

V. Marketing and Communications

- A marketing and communications plan including branding considerations shall be implemented with Board approval following the merger.

A statement of changes in the Articles of Incorporation of the surviving corporation, Women's Resource Center of Manatee, Inc., to be effected by the merger is as follows:

The Articles of Incorporation for Women's Resource Center of Manatee, Inc., shall remain unchanged until a new name for the corporation has been adopted by the Board of Directors.

Other provisions relating to the merger are as follows:

I. Amendment of Bylaws

The WRCM bylaws shall be amended to expand the Board of Directors up to nineteen (19) members for a transitional period of two years.

The WRCM bylaws shall be amended to give the Board of Directors the power to alter, amend or repeal the Articles of Incorporation.

The WRCM bylaws will be amended to require an annual financial audit.

The WRCM bylaws shall be amended to indicate that the board shall meet a minimum of ten (10) times annually.

The WRCM bylaws shall be amended to increase the threshold for Executive Director check signing to ten thousand dollars (\$10,000.00).

Authorized signatures for the Plan of Merger:

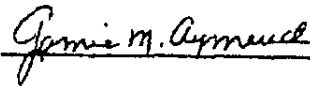
Name of Corporation:	Signature of President or Vice-President	Printed Name
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Women's Resource
Center of Manatee



Suzanne L. Fugate

Women's Resource
Center of Sarasota
County, Inc.



Jamie M. Aymerich