

N44272

Florida Department of State
Division of Corporations
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To:

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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
Phone : (941) 364-2409
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

RUBONIA COMMUNITY CENTER, INC.

Certificate of Status	0
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04/07/00 FRI 13:57 FAX

KIRK PINKERTON

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

RUBONIA COMMUNITY CENTER, INC.
1309 72ND ST E
PALMETTO, FL 34221US

SUBJECT: RUBONIA COMMUNITY CENTER, INC.
REF: N44272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE TITLE OF THE EXHIBIT SHOULD BE: EXHIBIT TO PLAN OF MERGER AND REORGANIZATION. This is not an exhibit to the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000005695
Letter Number: 500A00016869

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3/29
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

RUBONIA COMMUNITY CENTER, INC.
1309 72ND ST E
PALMETTO, FL 34221US

SUBJECT: RUBONIA COMMUNITY CENTER, INC.
REF: N44272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000005695
Letter Number: 200A00016258

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a
Florida corporation, document number 768588

INTO

RUBONIA COMMUNITY CENTER, INC. which changed its name to

UNITED COMMUNITY CENTERS, INC., a Florida entity, N44272

File date: April 7, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC.
INTO
RUBONIA COMMUNITY CENTER, INC.

FAX AUDIT #

00 APR - 7 PM 4:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Chapter 617, the Florida Not for Profit Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation ("Merged Corporation"), into RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of CorporationState of Incorporation

THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC.	Florida
RUBONIA COMMUNITY CENTER, INC.	Florida

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is RUBONIA COMMUNITY CENTER, INC., and it is to be governed by the laws of the State of Florida. The Articles of Incorporation of the Surviving Corporation are amended to change the name of the Surviving Corporation to UNITED COMMUNITY CENTERS, INC.

4. The Plan of Merger and Reorganization ("Plan") is attached hereto as Exhibit "A" and incorporated herein by reference.

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on February 4, 2000. The Plan was submitted to the Members of Surviving Corporation, on February 4, 2000. All Members of the Surviving Corporation voted to adopt the Plan on the same date. The number of votes cast for the Plan was sufficient for approval. All such voting was in accordance with the Florida Act. No Members voted against the Plan.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on February 4, 2000. The Plan was submitted to the Members of Merged Corporation, on February 4, 2000. All Members of the Merged Corporation voted to adopt the Plan. The number of votes cast for the Plan was sufficient for approval. All such voting was in accordance with the Florida Act. No Members voted against the Plan.

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7. This merger shall become effective on the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

RUBONIA COMMUNITY CENTER, INC., a Florida
not-for-profit corporation

Elaine James
ELAINE JAMES, Secretary

By: Roger Galle
ROGER GALLE, President

MERGED CORPORATION:

THE THIRTEENTH AVENUE COMMUNITY
RECREATION CENTER, INC., a Florida not-for-
profit corporation

Robert Atchley
, Secretary

By: Robert Atchley
, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by ROGER GALLE, as President of RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [☐] has produced identification.

James O. Gordon
Signature of Notary Public

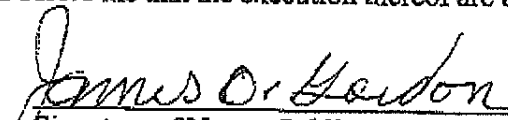
Print Name of Notary Public and Affix Seal
My Commission Expires: _____

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

FAX AUDIT # H00-5695

STATE OF FLORIDA
COUNTY OF SARASOTA


The foregoing instrument was acknowledged before me this 4 day of February, 2000, by ELAINE JAMES, as Secretary of RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [] has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are their free acts and deeds.


Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: **JAMES O. GORDON**
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

STATE OF FLORIDA
COUNTY OF SARASOTA

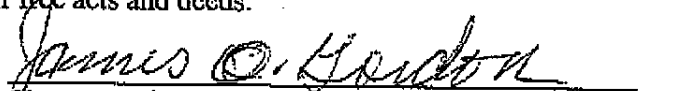
The foregoing instrument was acknowledged before me this 4 day of February, 2000, by SUSAN V. STUBBS, as President of THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [] has produced identification.


Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: **JAMES O. GORDON**
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by SUSAN V. STUBBS, as Secretary of THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [] has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are their free acts and deeds.


Signature of Notary Public
JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

EXHIBIT A

FAX AUDIT #H00-5695

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger is made and entered into this 4 day of February, 2000, by and between RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation (hereinafter sometimes called the "Surviving Corporation"), and THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 12, 1991, and having eight (8) members. No stock has been or will be issued.

WHEREAS, Merged Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on May 23, 1983, and having six (6) members. No stock has been or will be issued.

WHEREAS, the Board of Directors and Members of Surviving Corporation and the Board of Directors and Members of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation, in a transaction intended to be tax-free. Surviving Corporation's corporate existence as a not-for-profit corporation under the laws of the State of Florida shall not be affected in any manner by reason of the Merger.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Not for Profit Corporation Act ("Florida Act"), hereby execute this Plan of Merger for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the Merger are as follows:

(a) RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation.

(b) THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation.

3. Terms and Conditions. Upon the Merger becoming effective:

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(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a not-for-profit corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to, or due to each of the not-for-profit corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

4. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

5. Changes in Articles of Incorporation. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be revoked and the following inserted in lieu thereof:

"Article I. Name. The name of the corporation is:

UNITED COMMUNITY CENTERS, INC."

6. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain as Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified. The Officers and Directors of the Merged Corporation shall become Officers and Directors of the Surviving Corporation upon the effective date of the Merger, and they shall hold office under the same terms until their successors are duly elected and qualified.

7. Effective Date of the Merger. The Merger shall become effective on the filing of the Articles of Merger with the Florida Department of State.

FAX AUDIT #H00-5695

8. Further Assurances. At any time, or from time to time after the effective date of this Merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

RUBONIA COMMUNITY CENTER, INC., a Florida
not-for-profit corporation

E. Davis Jones
Secretary

By: Roger C. Zelle
President

MERGED CORPORATION:

THE THIRTEENTH AVENUE COMMUNITY
RECREATION CENTER, INC., a Florida not-for-
profit corporation

Alvin K. Atupolo
Secretary

By: Alvin K. Atupolo
President

FAX AUDIT #H00-5695

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by Roger C. Conkle as President of RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [☐] has produced identification.

James O. Gordon
Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by Elaine James, as Secretary of RUBONIA COMMUNITY CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [☐] has produced identification, on behalf of said not-for-profit corporation and who acknowledged before me that the execution thereof are their free acts and deeds.

James O. Gordon
Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by Susan V. Stubbs, as President of THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [☐] has produced identification.

James O. Gordon
Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

FAX AUDIT #H00-5695

FAX AUDIT #H00-5695

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4 day of February, 2000, by SUSAN STUBBS, as Secretary of THE THIRTEENTH AVENUE COMMUNITY RECREATION CENTER, INC., a Florida not-for-profit corporation, who [☒] is personally known to me, or [☐] has produced identification, on behalf of said not-for-profit corporation and who acknowledged before me that the execution thereof are their free acts and deeds.

James O. Gordon
Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

JAMES O. GORDON
Notary Public, State of Florida
My comm. expires July 10, 2001
Comm. No. CC636564

FAX AUDIT #H00-5695

EXHIBIT TO PLAN OF MERGER AND REORGANIZATION
Names and Addresses of Officers and Directors of Surviving Corporation

President: Roger C. Galle
807 67th Avenue Terrace West
Bradenton, Florida 34207

Secretary: Elaine James
1328 72nd Street East
Rubonia, Florida 34221

Treasurer: George Helmer
Post Office Box 96
Palmetto, Florida 34220

Director: Rutha Hayes
1512 71st Street East
Rubonia, Florida 34221

Director: Bill Burger
Post Office Box 201
Terra Ceia, Florida 34250

Director: Deborah Downing
825 Tennessee Lane
Sarasota, Florida 34234

Director: Barry Murray
1404 71st Street East
Rubonia, Florida 34221

Director: George Helmer
P.O. Box 96
Palmetto, Florida 34220

Director: Lillian McCarter
817 28th Avenue East
Bradenton, Florida 34208

Director: Clarence Wingard
2508 17th Street East
Bradenton, Florida 34208

Director: Dorothy Middleton
P.O. Box 108
Bradenton, Florida 34206

FAX AUDIT #

04/07/00 FRI 14:01 FAX

KIRK PINKERTON

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FAX AUDIT #H00-5695

Director:

Elouise W. Bacon
1109 - 8th Street Court West
Bradenton, Florida 34205

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