

N93000002895

EMMANUEL, SHEPPARD & CONDON

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WANDA W. RADCLIFFE
JILL K. SATTERWHITE
CRYSTAL COLLINS SPENCER
WARREN R. TODD
CHARLES P. YOUNG

August 17, 2000

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

900003364559--0
-08/06/00--01035--001
*****96.25 *****96.25

RE: Catholic Charities of Northwest Florida, Inc., et al

Dear Ladies and Gentlemen:

We deliver to you herewith original Articles of Merger, pursuant to which Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., shall be merged into Catholic Charities of Northwest Florida, Inc., which will be the surviving corporation.

We would appreciate your filing these and letting us have certified copy of same showing the filing date in your office. We enclose check to you for \$87.50. Also enclosed is Federal Express envelope for your convenience in expediting certified copy back to us.

Yours truly,



Patrick G. Emmanuel

Merger
9-6-00
PMS

PGE:laa
Enclosures

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FILED
00 AUG 18 PM 2:28
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

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August 30, 2000

Florida Department of State
Division of Corporations
Attn: Mr. Doug Spitler
409 East Gaines Street
Tallahassee, Florida 32399

RE: Catholic Charities of Northwest Florida, Inc., et al

Dear Mr. Spitler:

Enclosed is our check in the amount of \$96.25. This check represents additional monies which you requested for filing fees in connection with Articles of Merger that you are holding in your pending file. Please expedite certified copy back to us.

Thank you for your assistance.

Yours truly,



Patrick G. Emmanuel

PGE:laa
Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CATHOLIC CHARITIES OF TALLAHASSEE, INC., a Florida corporation, 741065

CATHOLIC CHARITIES OF PANAMA CITY, INC., a Florida corporation, 741014

CATHOLIC CHARITIES OF PENSACOLA, INC., a Florida corporation, 710933

CATHOLIC CHARITIES OF FORT WALTON BEACH, INC., a Florida
corporation, 741018

INTO

CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC., a Florida entity,
N93000002895

File date: August 18, 2000

Corporate Specialist: Doug Spitler

FILED

00 AUG 18 PM 2: 28

ARTICLES OF MERGER

between

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

**CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC.,
CATHOLIC CHARITIES OF TALLAHASSEE, INC.,
CATHOLIC CHARITIES OF PANAMA CITY, INC.,
CATHOLIC CHARITIES OF PENSACOLA, INC., and
CATHOLIC CHARITIES OF FORT WALTON BEACH, INC.,
each a Florida Not-For-Profit Corporation**

Pursuant to the provisions of Sections 617.1101, 617.1103, 617.1105 and 617.1106, Florida Statutes, and the other laws of the State of Florida, the undersigned corporations adopt the following Articles of Merger for the purpose of merging CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC., CATHOLIC CHARITIES OF TALLAHASSEE, INC., CATHOLIC CHARITIES OF PANAMA CITY, INC., CATHOLIC CHARITIES OF PENSACOLA, INC., and CATHOLIC CHARITIES OF FORT WALTON BEACH, INC., each a Florida not-for-profit corporation under the laws of the State of Florida:

1. The names of the corporations which are parties to this merger are Catholic Charities of Northwest Florida, Inc., Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc. Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., shall be merged with and into Catholic Charities of Northwest Florida, Inc., which will be the surviving corporation.

2. On the 28th day of March, 2000, the following Plan of Merger was adopted by unanimous vote of the Board of Directors and approved by unanimous vote of the Members of Catholic Charities of Northwest Florida, Inc. On the 28th day of March, 2000, the following Plan of Merger was adopted by unanimous vote of the Board of Directors and approved by unanimous vote of the Members of Catholic Charities of Tallahassee, Inc. On the 30th day of March, 2000, the following Plan of Merger was adopted by unanimous vote of the Board of Directors and approved by unanimous vote of the Members of Catholic Charities of Panama City, Inc. On the 28th day of March, 2000, the following Plan of Merger was adopted by unanimous vote of the Board of Directors and approved by unanimous vote of the Members of Catholic Charities of Pensacola, Inc. On the 28th day of March, 2000, the following Plan of Merger was adopted by unanimous vote of the Board of Directors and approved by unanimous vote of the Members of Catholic Charities of Fort Walton Beach, Inc. The vote of the Members of each of said five (5) corporations was unanimous and was sufficient for the approval of the Plan of Merger.

a. **Merger.** Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., shall each merge with and into Catholic Charities of Northwest Florida, Inc., which shall be the surviving corporation.

b. **Terms and Conditions.** On the effective date of the merger, the separate existence of each, Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., shall cease, and Catholic Charities of Northwest Florida, Inc., as the surviving corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of each, Catholic Charities of Tallahassee, Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., without the necessity for any separate transfer. Catholic Charities of Northwest Florida, Inc., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of the four (4) named corporations being merged into it, and neither the rights of creditors nor any liens on the property of Catholic Charities of Tallahassee, Inc., Catholic Charities of Panama City, Inc., Catholic Charities of Pensacola, Inc., and Catholic Charities of Fort Walton Beach, Inc., shall be impaired by the merger.

c. **Members.** On the effective date of the merger, the Members of Catholic Charities of Northwest Florida, Inc., shall be the Members of the surviving corporation.

d. On the effective date, the Bylaws of Catholic Charities of Northwest Florida, Inc., shall constitute and be the Bylaws of the surviving corporation.

e. **Directors.** Those persons who are on the Board of Directors of Catholic Charities of Northwest Florida, Inc., as of the effective date of the merger shall be the Directors of the surviving corporation, and shall continue to serve as such Directors until the next annual meeting of the surviving corporation, or until his or her earlier resignation or removal, or until his or her successor is chosen as a Director.

f. **Officers.** The officers of Catholic Charities of Northwest Florida, Inc., the surviving corporation, as of the effective date of the merger, shall be the officers of the surviving corporation.

g. **Effective Date of Merger.** The effective date of this merger shall be that date on which these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC., has caused this document to be executed by its respective officers, pursuant to authorization of their respective Boards of Directors and Members, as of the 28 day of March, 2000.

**Catholic Charities of Northwest
Florida, Inc.**

By: Donald E. Surry
Its _____ President

ATTEST: [Signature]
Secretary

IN WITNESS WHEREOF, CATHOLIC CHARITIES OF TALLAHASSEE, INC., has caused this document to be executed by its respective officers, pursuant to authorization of their respective Boards of Directors and Members, as of the 28th day of March, 2000.

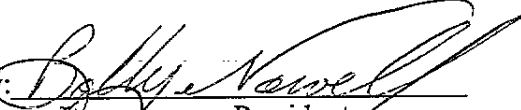
Catholic Charities of Tallahassee, Inc.

By: 
Its _____ President

ATTEST: 
Secretary

IN WITNESS WHEREOF, CATHOLIC CHARITIES OF PANAMA CITY, INC., has caused this document to be executed by its respective officers, pursuant to authorization of their respective Boards of Directors and Members, as of the 30th day of March, 2000.

Catholic Charities of Panama City, Inc.

By: 
Its President

ATTEST: 
Secretary

IN WITNESS WHEREOF, CATHOLIC CHARITIES OF PENSACOLA, INC., has caused this document to be executed by its respective officers, pursuant to authorization of their respective Boards of Directors and Members, as of the 28 day of March, 2000.

Catholic Charities of Pensacola, Inc.

By: A. L. Mabry III
Its _____ President

ATTEST: Mary M. McBrandt
Secretary

IN WITNESS WHEREOF, CATHOLIC CHARITIES OF FORT WALTON BEACH, INC., has caused this document to be executed by its respective officers, pursuant to authorization of their respective Boards of Directors and Members, as of the 28th day of March, 2000.

Catholic Charities of Fort Walton Beach, Inc.

By: Thomas P. Vaiden
Its _____ President

ATTEST: Walter H. Richardson
Secretary

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