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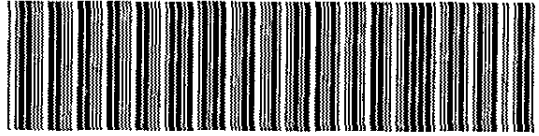
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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copy memo

Make-A-Wish Foundation*
of Central and Northern Florida
1053 North Orlando Avenue, Suite 1
Maitland, Florida 32751
407 622-HOPE (4673)
407 622-5803 fax
www.wishcentral.org

MAKE-A-WISH®

September 1, 2006

Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Kathy Lamm
Chairperson
of the Board

Bradley P. Blystone
Past Chair

Donald Plumley, M.D.
In-coming Chair

Matthew Julian
Vice Chair of
Wish Granting

Mark Pulley
Vice Chair of
Fundraising

Jeremy Cloutier
Treasurer

Myra Hancock
Secretary

George DeLong
Nominating
Chairperson

Jennifer Dirscherl

Judi Lebrede

Deborah Munro

Mark Bender

Michael L. Sleaford

Kathryn Vroman
President & CEO

RE: Make-A-Wish of Central and Northern Florida, Inc.

To Whom It May Concern:

Enclosed please find Articles of Merger and a Plan of Merger for the above referenced Non-Profit Florida Corporation. Please note that I am also requesting a certified copy of the documents presented for filing. Also, enclosed is the appropriate filing fee and certified document cost for this transaction. Please return all correspondence concerning this matter to:

Kathryn Vroman
President & CEO
Make-A-Wish of Central & Northern Florida
1053 North Orlando Avenue, Suite 1
Maitland, FL 32751-4470

If there are any questions concerning this amendment filing, please call: Laura Olson at 813-222-0888.

Sincerely,



Kathryn Vroman
President & CEO

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MAKE-A-WISH FOUNDATION OF CENTRAL & NORTHERN FLORIDA
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

KATHRYN VROMAN, President & CEO
(Contact Person)

MAKE-A-WISH FOUNDATION OF CENTRAL & NORTHERN FLORIDA
(Firm/Company)

1053 NORTH ORLANDO AVENUE
(Address)

MAITLAND, FLORIDA 32751
(City/State and Zip Code)

For further information concerning this matter, please call:

LEESA LOUDIN, CFO At (407) 622-4763 x 214
(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

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> <small>(If known/ applicable)</small>
Make-A-Wish FOUNDATION CENTRAL and NORTHERN FLORIDA	FLORIDA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
MAKE A-Wish FOUNDATION OF SARASOTA / TAMPA BAY	FLORIDA	
_____	_____	_____
_____	_____	_____
_____	_____	_____

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)

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TALLAHASSEE, FLORIDA
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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 April 24, 2006.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
10 FOR 0 AGAINST 1 Abstention

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 _____

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 August 17, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 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 _____

Plan of Merger

Of Make-A-Wish Foundation of Central and Northern Florida, Inc. and Make-A-Wish Foundation of Sarasota/Tampa Bay, Inc.

This is a Plan of Merger between Make-A-Wish Foundation of Central and Northern Florida, Inc., a Florida Non-Profit Corporation, and Make-A Wish Foundation of Sarasota/Tampa Bay, Inc., a Florida Non-Profit Corporation.

Article I Constituent Corporations

The name of each constituent corporation is Make-A-Wish Foundation of Central and Northern Florida, Inc., a Florida Non-Profit Corporation, ("Make-A-Wish Central"); and Make-A Wish Foundation of Sarasota/Tampa Bay, Inc., a Florida Non-Profit Corporation, ("Make-A-Wish Tampa Bay").

Article II Merger

Under F.S. 617.1107, Make-A-Wish Tampa Bay shall be merged into Make-A-Wish Central (the "merger").

Article III Surviving Corporation

Make-A-Wish Central shall be the surviving corporation of the merger.

Article IV Articles of Incorporation

The Articles of Incorporation of Make-A-Wish Central in effect immediately before the merger shall not be changed by the merger and shall continue to be its Articles of Incorporation subsequent to the merger.

Article V Directors and Officers

The directors and officers of Make-A-Wish Central immediately before the merger shall continue to be the directors and officers immediately following the merger, however, three (3) additional directorships shall be immediately created, effective as of the date of the filing of the Articles of Merger. A vote of the Board of Directors of Make-A-Wish Central approving this Plan of Merger, will also act as the Board of Director's approval of the following individuals to fill the three (3) newly created directorships:

1. Frank de la Grana;
2. Eddie Del Rio; and
3. Bob Passwaters.

The aforementioned newly created directorships shall be subject to all terms and conditions of the Bylaws and Articles of Incorporation of Make-A-Wish Central.

Article VI
Members

Neither Make-A-Wish Central or Make-A Wish Tampa Bay have members of the respective Corporations.

Article VII
Assets and Liabilities

On the effective date of the merger, the separate existence of Make-A-Wish Tampa Bay shall cease and Make-A-Wish Central, without further action shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of Make-A-Wish Tampa Bay, without further action shall be vested in Make-A-Wish Central immediately following the merger. Following the merger, Make-A-Wish Central shall be responsible for all liabilities and obligations of Make-A-Wish Tampa Bay. Any claim existing or action proceeding pending against Make-A-Wish Tampa Bay may be continued as if the merger did not occur or Make-A-Wish Central may be substituted for Make-A-Wish Tampa Bay in any such proceeding. Neither the rights of the creditors of nor any liens on the property of Make-A-Wish Tampa Bay shall be impaired by the merger.

Article VIII
Effective Date

The merger shall be effective when the Articles of Merger are filed with the Florida Department of State, or at such other time specified in the Articles of Merger.

Article IX
Abandonment

Notwithstanding anything to the contrary contained in this Plan, this Plan of Merger may be terminated and abandoned by the board of directors of Make-A-Wish Central or the Board of Directors of Make-A-Wish Tampa Bay at any time before the filing of the Articles of Merger.

In Witness Whereof, this Plan of Merger has been executed by the undersigned officers on August 31, 2006.

Make-A-Wish Foundation of
Central and Northern Florida, Inc., a
Florida Non-Profit Corporation

By: Donald Plumley
Donald Plumley, M.D.
Vice Chairman

Make-A-Wish Foundation of
Sarasota/Tampa Bay, Inc., a Florida Non-
Profit Corporation

By: Frank de la Grana
Frank de la Grana
President

Articles of Merger

For Make-A-Wish Foundation of Central and Northern Florida, Inc. and Make-A-Wish Foundation of Sarasota/Tampa Bay, Inc.

The undersigned's, being the Chairman of Make-A-Wish Foundation of Central and Northern Florida, Inc., a Florida Non-Profit Corporation, and the President of Make-A Wish Foundation of Sarasota/Tampa Bay, Inc., a Florida Non-Profit Corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

Article I Plan of Merger

A copy of the Plan of Merger is attached as Exhibit "A."

Article II Approval

The Plan of Merger was adopted by Make-A-Wish Foundation of Central and Northern Florida, Inc. at a meeting of its members of the Board of Directors of the Corporation held on April 24, 2006. The number of votes cast in favor of the merger was sufficient for approval, as there are no members of the Corporation. The vote was 8 in favor and 1 opposed.

The Plan of Merger was adopted by Make-A-Wish of Sarasota/Tampa Bay, Inc. at a meeting of its members of the Board of Directors of the Corporation held on August 17, 2006. The number of votes cast in favor of the merger was sufficient for approval, as there are no members of the Corporation. The vote was 4 in favor and none opposed.

Article III Effective Date

The merger shall be effective on the date that these Articles of Merger are filed by the Florida Department of State.

In Witness whereof, the undersigned have executed these Articles of Merger on

August 31, 2006

Make-A-Wish Foundation of Central and
Northern Florida, Inc., a Florida Non-
Profit Corporation

By: Donald Plumley
Donald Plumley, M.D.
Vice Chairman

Make-A-Wish Foundation of Sarasota/Tampa Bay, Inc.,
a Florida Non-Profit Corporation

By: Frank de la Grana
Frank de la Grana
President