

# Chamber of Commerce

Bridging Communities Through Commerce



of WEST VOLUSIA

# N970000006594

May 28, 2002

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

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-06/03/02--01050--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Division of Corporations:

As requested, I have enclosed the Plan of Merger and the required form for the Articles of Merger for the Greater West Volusia Chamber of Commerce dba Chamber of Commerce of West Volusia.

A check in the amount of \$43.75 to cover the \$35.00 filing fee and \$8.75 for a Certified Copy, is also enclosed.

If there are any further questions, please contact Linda White or Anita Gonzalez at 386-775-2793.

Sincerely,

*Linda S. White*

Linda S. White  
Executive Director

Enclosures (3)

FILED  
02 JUN -3 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N970000006594  
Merger  
6-3-02  
Sent copy  
8/28

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GREATER ORANGE CITY AREA CHAMBER OF COMMERCE, INC., a Florida  
entity, 738364

INTO

**THE GREATER WEST VOLUSIA CHAMBER OF COMMERCE**  
**INCORPORATED**, a Florida entity, N97000006594

File date: June 3, 2002

Corporate Specialist: Carol Mustain

# **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 are:

<u>Name</u>	<u>Jurisdiction</u>
The Greater West Volusia Chamber of Commerce, Incorporated	Orange City, Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Greater Orange City Area Chamber Of Commerce, Inc.	Orange City, Florida

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**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 in the future).

(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 04/10/2001. 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 \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

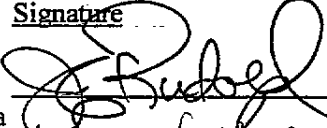

**SECTION II**

**(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 04/10/2001. The number of directors in office was 17. The vote for the plan was as follows: 15 FOR 02 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Greater West Volusia Chamber of Commerce		Joe Rudolph, President
Greater Orange City Area Chamber of Commerce		Michelle H. Shams, President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
The Greater West Volusia Chamber of Commerce Inc	Orange City, Florida

The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Greater Orange City Area Chamber Of Commerce, Inc	Deltona, Florida
	Orange City, Florida

The terms and conditions of the merger are as follows:  
See attached Plan of Merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See attached Plan of Merger.

Other provisions relating to the merger are as follows:

See attached Plan of Merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT FOR MERGER BETWEEN  
GREATER WEST VOLUSIA CHAMBER OF COMMERCE  
AND GREATER ORANGE CITY AREA CHAMBER OF COMMERCE**

THIS AGREEMENT is made this 20 day of June, 2001, by and between the Greater Orange City Area Chamber of Commerce, Inc. (Hereinafter referred to as Orange City Chamber), and the Greater West Volusia Chamber of Commerce, Inc. (hereinafter referred to as Greater West Volusia Chamber).

Whereas both the Orange City Chamber and the Greater West Volusia Chamber endeavor to better serve the businesses and communities of West Volusia County, and to do so with greater efficiency and effectiveness; and

Whereas both chambers have voted to combine into one continuing Chamber of Commerce known as the Chamber of Commerce of West Volusia.

It is hereby agreed that in order to effectuate the merger into one combined entity the following procedural steps will be taken as soon as possible; but no later than by July 10, 2001:

1. The Board of Directors of Orange City Chamber shall consider and recommend to the Greater West Volusia Chamber whether to Amend Articles of Merger or register the name of "Chamber of Commerce of West Volusia" with the Florida Department of State to implement the new name for the continuing corporation.
2. The Board of Directors of Greater West Volusia Chamber shall vote at a special meeting to adopt the new By-Laws previously approved by both Chambers prior to the end of June, 2001, and shall adopt the name change to "Chamber of Commerce of West

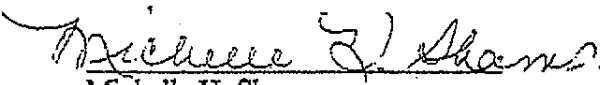
Volusia".

3. The Board of Directors of Greater West Volusia Chamber shall vote to amend the new By-Laws for the interim period (through December 31, 2001) to combine the officers and boards of directors of both chambers into one continuing entity. There shall be a sharing of officer's duties and one resulting board of directors during this period. The temporary by-law changes will expire December 31, 2001.

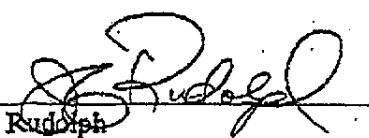
4. The new combined board of directors shall, no later than the first monthly meeting in July, 2001, ratify and approve the transfer of all members of the Orange City Chamber to the Chamber of Commerce of West Volusia, and shall ratify and approve the transfer of the remaining assets (personal property and bank accounts) of the Orange City Chamber to the Chamber of Commerce of West Volusia.

5. The executive committee of the Orange City Chamber shall ensure that a bill of sale for the corporation's personal property is signed, and that the corporate accounts are transferred to those of the "Chamber of Commerce of West Volusia".

6. The implementation of the merger of the Orange City Chamber and Greater West Volusia Chamber are contingent upon the above described procedures taking place.

  
Michelle H. Shams  
President, Orange City Chamber

Dated: 6/20/01

  
Joe Rudolph  
President, West Volusia Chamber

Dated: 06-20-01