

N97000007219

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

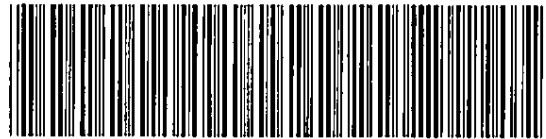
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Merged*

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A. RAMSEY  
JUN 19 2024

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Catholic Education Foundation, Incorporated

(Merger)

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

17. Pender & Pender - Tallahassee, FL 32301

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED

2024 JUN 18 PM 12 11

**ARTICLES OF MERGER  
CATHOLIC EDUCATION FOUNDATION, INCORPORATED  
WITH AND INTO  
EMMAUS FOUNDATION, INC.  
(Both Florida Not for Profit Corporations)**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

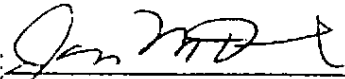
The following Articles of Merger are submitted in accordance with the Florida Not-For-Profit Corporation Act, pursuant to Sections 617.1101 and 617.1105, Florida Statutes:

1. The name, form/entity type, jurisdiction and document number of the surviving corporation is EMMAUS FOUNDATION, INC. a not-for-profit corporation organized and existing under the laws of the state of Florida with document number N97000007219.
2. The name, form/entity type, jurisdiction and document number of the merging corporation is CATHOLIC EDUCATION FOUNDATION, INCORPORATED, a not-for-profit corporation organized and existing under the laws of the state of Florida with document number 757640.
3. The Plan of Merger is attached to these Articles of Merger as Exhibit A.
4. The Plan of Merger was adopted by the Member of the EMMAUS FOUNDATION, INC., a not-for-profit corporation organized and existing under the laws of the state of Florida, on May 21, 2024. The number of board members in office at the time was thirteen (13), of which eleven (11) were present. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows: eleven (11) in favor and zero (0) against. The corporation voted to approve the Plan of Merger.
5. The Plan of Merger was adopted by the Board of Directors of CATHOLIC EDUCATION FOUNDATION, INCORPORATED, a not-for-profit corporation organized and existing under the laws of the state of Florida, on May 21, 2024. The number of Board of Directors in office was five (5). The vote for the Plan of Merger was as follows: five (5) in favor and zero (0) against.
6. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

[Signatures on the following page.]

Articles of Merger  
Signature Page

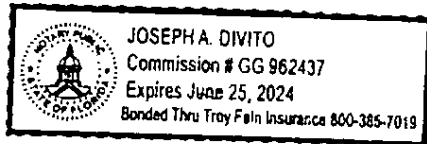
EMMAUS FOUNDATION, INC.  
a Florida not-for-profit corporation

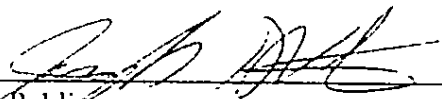
By:   
James Desmond, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 21 day of MAY 2024, by James Desmond, as President of the EMMAUS FOUNDATION, INC., who is ☒ personally known to me or ☐ has produced \_\_\_\_\_ as identification. .

(SEAL)



  
Notary Public  
My Commission Number:  
My Commission Expires:

Articles of Merger  
Signature Page

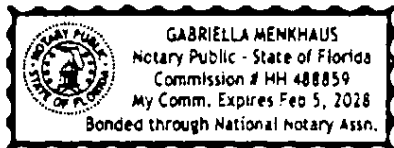
CATHOLIC EDUCATION FOUNDATION, INCORPORATED  
a Florida not-for-profit corporation

By: [Signature]  
Bishop Gregory L. Parkes, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 21<sup>st</sup> day of May 2024, by Bishop Gregory L. Parkes, as President of CATHOLIC EDUCATION FOUNDATION, INCORPORATED, who is ☒ personally known to me or ☐ has produced \_\_\_\_\_ as identification. .

(SEAL)



Gabriella Menkhous

Notary Public

My Commission Number: HH 488859

My Commission Expires: February 5, 2028

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes. The name of the surviving corporation is EMMAUS FOUNDATION, INC., a Florida not-for-profit corporation. The name of the merging corporation is CATHOLIC EDUCATION FOUNDATION, INCORPORATED, a Florida not-for-profit corporation.

### **TERMS & CONDITIONS**

1.1. Surviving Corporation. In accordance with the provisions of this Agreement and the applicable laws of the State of Florida, on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"), Catholic Education Foundation, Incorporated shall be merged into the Emmaus Foundation, Inc. and the separate existence of Catholic Education Foundation, Incorporated shall cease. The Emmaus Foundation, Inc. shall be the surviving corporation and shall continue its corporate existence and organization under the laws of the State of Florida. The name of the surviving corporation shall remain Emmaus Foundation, Inc.

1.2. Effects of the Merger. Without limiting the generality of the preceding section, the separate existence of Catholic Education Foundation, Incorporated shall cease as of the Effective Date and Emmaus Foundation, Inc. shall continue as the surviving corporation. The surviving corporation shall thereafter possess all the obligations, contracts, leases, assets, real estate and liabilities of each of the merging corporation and the surviving corporation.

1.3. Board of Directors. Effective on the Effective Date, the Board of Trustees of the surviving corporation's existing Board of Trustees shall remain in place as the Board of Trustees of the surviving corporation.

1.4. Members. Upon the Effective Date, the Members of the surviving corporation will remain unmodified as the Members of the surviving corporation.

1.5. Officers. Upon the Effective Date, the officers of the surviving corporation shall be the following persons, and each shall hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation, or removal:

James Desmond	President
Lois T. Locey	Vice President
Anne Lennox	Vice President
Christopher Clawson	Secretary
John P. Dey	Treasurer

1.6. Executive Director: Upon the Effective Date, Executive Director of Emmaus Foundation, Inc, Meegan Wright, shall continue to serve as executive director of the surviving corporation.

### **EXHIBIT**

A

1.7. Restrictions on Donations. Any donor-imposed restrictions on use of donated funds previously approved by the merging corporation will be honored by the surviving corporation.

## STATEMENT OF CHANGES TO ARTICLES OF INCORPORATION

2.1. As of the Effective Date, and without further action on the part of the parties to this Agreement, the Articles of Incorporation and Bylaws of the EMMAUS FOUNDATION, INC. shall remain in force as the only Articles governing the surviving corporation, until same are amended in accordance with their respective terms.

## OTHER PROVISIONS OF THE MERGER

3.1. Articles of Merger. The Secretary of the surviving corporation is authorized to file the Articles of Merger with the Florida Department of State, Division of Corporations, and take all other reasonable steps to facilitate and document this Merger.

3.2. Further Acts. The respective officers of the surviving corporation are hereby authorized, empowered, and directed by the respective Members and Board of Directors of the surviving corporation to do any reasonable and necessary acts to affect any of the provisions of this Agreement.

3.3. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

This Agreement has been executed on behalf of the surviving corporation and the merging corporation on the dates below; but is effective as of the Effective Date.

### Merging Corporation

Catholic Education Foundation,  
Incorporated

By: 

Print: Bishop Gregory L. Parkes

Title: President

Date: May 21, 2024

### Surviving Corporation

Emmaus Foundation, Inc.

By: 

Print: James Desmond

Title: President

Date: May 21, 2024