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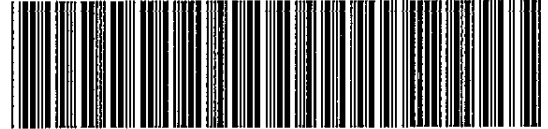
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RECEIVED  
03 OCT -3 AM 10:29  
DIVISION OF CORPORATION

FILED  
03 OCT -3 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger + N.C.*

C. Coulllette OCT 03 2003

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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~~9-30-03~~ Kelly  
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Merger

- 1.) Consumer Credit Counseling Service of Central  
(CORPORATE NAME & DOCUMENT #)  
Florida And the Florida Suncoast, Inc. merging in
- 2.) Consumer Credit Counseling Service of the Florida  
(CORPORATE NAME & DOCUMENT #)  
Gulf Coast, Inc.
- 3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

## ARTICLES OF MERGER

The undersigned, being the Chairmen of the Boards and the Presidents/CEOs of CONSUMER CREDIT COUNSELING SERVICE OF CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC., a Florida not-for-profit corporation, and CONSUMER CREDIT COUNSELING SERVICE OF THE FLORIDA GULF COAST, INC., a Florida not-for-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 CONSUMER CREDIT COUNSELING SERVICE OF CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC. at a meeting of the Board of Directors held on AUGUST 26, 2003, a quorum being present. The number of votes cast in favor of the merger was sufficient for approval. The vote was 7 in favor and 0 opposed [or unanimous].

The Plan of Merger was adopted by CONSUMER CREDIT COUNSELING SERVICE OF THE FLORIDA GULF COAST, INC. at a meeting of the Board of Directors held on August 27, 2003, a quorum being present. The number of votes cast in favor of the merger was sufficient for approval. The vote was 12 in favor and 0 opposed [or unanimous].

### ARTICLE III Effective Date

The merger shall be effective on the date of filing of these Articles of Merger with the Florida Department of State.

FILED  
03 OCT -3 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 27th day of August, 2003.

CONSUMER CREDIT COUNSELING  
SERVICE OF CENTRAL FLORIDA  
AND THE FLORIDA SUNCOAST,  
INC., a Florida not-for-profit  
corporation.

By: [Signature]  
Name: Richard J. Skaggs  
Title: Chairman of the Board

CONSUMER CREDIT COUNSELING  
SERVICE OF THE FLORIDA GULF  
COAST, INC., a Florida not-for-profit  
corporation

By: [Signature]  
Name: Earl Haugabook  
Title: Chairman of the Board

By: [Signature]  
Name: Edward G. Rawa  
Title: President and CEO

By: [Signature]  
Name: William R. Potter  
Title: President and CEO

**EXHIBIT "A"**  
**PLAN OF MERGER**  
**OF**  
**CONSUMER CREDIT COUNSELING SERVICE OF CENTRAL FLORIDA**  
**AND THE FLORIDA SUNCOAST, INC.**  
**AND**  
**CONSUMER CREDIT COUNSELING SERVICE OF THE FLORIDA GULF**  
**COAST, INC.**

This is a plan of merger between CONSUMER CREDIT COUNSELING SERVICE OF CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC., a Florida not-for-profit corporation ("CCCS of Central Florida"), and CONSUMER CREDIT COUNSELING SERVICE OF THE FLORIDA GULF COAST, INC., a Florida not-for-profit corporation ("CCCS of the Florida Gulf Coast").

**ARTICLE I**  
**Constituent Corporations**

The name of each constituent corporation is CCCS of Central Florida and the Florida Suncoast, Inc., a Florida not-for-profit corporation, and CCCS of the Florida Gulf Coast, Inc., a Florida not-for-profit corporation.

**ARTICLE II**  
**Merger**

Pursuant to Section 617.1107, Florida Statutes, CCCS of the Florida Gulf Coast shall be merged into CCCS of Central Florida (the "merger").

**ARTICLE III**  
**Surviving Corporation**

CCCS of Central Florida shall be the surviving corporation of the merger and result in a renamed corporation known as Consumer Credit Counseling Service of Central Florida and the Florida Gulf Coast, Inc.

**ARTICLE IV**  
**Articles of Incorporation**

Other than a name change, the Articles of Incorporation of CCCS of Central Florida, as in effect immediately prior to 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 Officers of CCCS of Central Florida immediately prior to the merger shall continue to be the Officers immediately following the merger. Ten (10) Directors of CCCS of the Florida Gulf Coast are to become members of the Board of Directors of CCCS of Central Florida.

ARTICLE VI  
Members

The members of CCCS of Central Florida and CCCS of the Florida Gulf Coast immediately prior to the merger shall all be members of CCCS of Central Florida immediately following the merger, and shall, without further action, possess all rights and obligations granted to members of CCCS of Central Florida by its charter and By-Laws.

ARTICLE VII  
Professional Management

Following the merger, Edward G. Rawa will continue to serve as President/CEO of CCCS of Central Florida. The President/CEO of the former Florida Gulf Coast CCCS will relinquish that position/title at merger and assume new responsibilities. Mr. Potter will be provided an employment agreement for two (2) years from the date of the merger with a salary consistent with his salary on August 1, 2003 and with the benefits provided by CCCS of Central Florida.

ARTICLE VIII  
Executive Committee

Three (3) of the aforementioned ten (10) Gulf Coast Directors will become members of the nine(9) member Executive Committee.

ARTICLE IX  
Assets and Liabilities

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

ARTICLE X  
Effective Date

The merger shall be effective upon the filing of Articles of Merger with the Florida Department of State.

ARTICLE XI  
Abandonment

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of CCCS of Central Florida or the Board of Directors of CCCS of the Florida Gulf Coast any time prior to the filing of Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger on this 27th day of August, 2003.

CONSUMER CREDIT COUNSELING  
SERVICE OF CENTRAL FLORIDA  
AND THE FLORIDA SUNCOAST,  
INC., a Florida not-for-profit  
corporation

By: [Signature]  
Name: Richard J. Skaggs  
Title: Chairman of the Board

CONSUMER CREDIT COUNSELING  
SERVICE OF THE FLORIDA GULF  
COAST, INC., a Florida not-for-profit  
corporation

By: [Signature]  
Name: Earl Haugabook  
Title: Chairman of the Board

By: [Signature]  
Name: Edward G. Rawa  
Title: President and CEO

By: [Signature]  
Name: William R. Potter  
Title: President and CEO