

BoD Meeting Summary

- **Meeting called to order at _____.**
- **Confirm that we have a quorum (Y/N) need 4+. Yes**
- **Announcements**
 - The 2nd Tuesday (10/13) will be our regular monthly club meeting.
- **Officer Reports**
 - **President** (Fred WB4BAG)
 - Working on merger. Surgery postponed until early November.
 - **VP** (Tony W6TNY)
 - Presentation at next meeting?
 - **Secretary** (open) Acting Secy, Rich WB4EHG
 - **Treasurer** (Grumme W4GRU)

See aux report for details A copy is on Groups.io	
Total Funds	\$ 6999.33

- **Administrative reports:**
 - **Membership** (Fred WB4BAG)
 - No change.
 - **Net Manager** (Gil W1RG)
 - **QSL Manager** (John W6BXQ)
 - **Testing** (Tom N4MEO) –
 - Testing results for July:

Class	How Many Passed
Technician	0
General	1
Extra	1

- Next session is October 18, 2026
- **PIO / Event promoter** (Dan KO4SYU):
- **Facilities Manager** (George N8XH):

➤ **Old business**

- Continuing work on merger with BARC
 - BARC meeting last month at the library. Fred attended – not much on merger – mostly regular club business.
 - Grumme is securing domain names.
 - BCARC.com
 - Fred presented new org chart last month and is creating a schedule of the merger steps.

➤ **Anything else for the good of the club?**

- Tony W6TNY is buying a
 - Wire for the 80m dipole/vee: ~140 feet of stranded, insulated 12 to 12ga
 - Replacement balun for the beam
 - The trailer has a \$1,000 budget already, so we don't have to vote on the purchases.
- Jeff WB3ISP got coax to replace the old coax currently in use
 - The coax currently in use was probably donated in the past.
 - Over time the outer jacket breaks down which lets in water which corrodes and oxidizes copper shield. It causes loss and can cause us to radiate unintentional spurs. (The Cu oxide forms tiny diodes. Anything that changes the perfect/pure single frequency sine wave into something else introduces harmonics which can fall outside of the ham bands and interfere with other radio services).

➤ **New Business**

- Fred/Jeff/Al continue to work on merger with BARC
 - Following the procedures from Jeff (attached – also broken out into its own file for the Secretary's files.)
 - Need to set dates on steps to accomplish merger by 12/31.
 - To discuss – refer to procedure list.

➤ **Adjournment**

- Meeting adjourned at ____1300ET____.

Attendance:

Call	ATD?	Call	ATD?	Call	ATD?	Call	ATD?
WB4BAG	Y	N4MEO	N	W6TNY	Y		
WB4EHG	Y	W4GRU	Y	WB3ISP	N		



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[Submitted by Jeff WB3ISP]

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PLAN OF MERGER

Broward Amateur Radio Club, Inc.

and

Davie/Cooper City Amateur Radio Club, Inc.

Proposed Surviving Corporation: Davie/Cooper City Amateur Radio Club, Inc.

Proposed Post-Merger Name: Broward County Amateur Radio Club, Inc.

Important: This is a transaction draft prepared for discussion, board adoption, member approval, and review by Florida nonprofit counsel.

The parties should confirm their Articles of Incorporation, IRS determination/status, voting rosters, liabilities, restricted gifts, contracts, and

required governmental filings before execution.

RECITALS

A. Broward Amateur Radio Club, Inc. ("BARC") is a Florida not-for-profit corporation.

B. Davie/Cooper City Amateur Radio Club, Inc. ("DCARC") is a Florida not-for-profit corporation and has represented

that it is recognized as exempt from federal income tax under Internal Revenue Code section 501(c)(3).

C. The parties desire to combine their memberships, amateur-radio activities, public-service functions, property,

programs, and operations into one county-wide organization.

D. The parties intend that DCARC will be the surviving corporation and, as part of or in connection with the merger, will

be renamed "Broward County Amateur Radio Club, Inc."

E. The parties intend this Plan to constitute a plan of merger under Chapter 617, Florida Statutes, including section

617.1101.

1. Parties to the Merger

The parties are (i) Broward Amateur Radio Club, Inc., a Florida not-for-profit corporation, and (ii) Davie/Cooper City

Amateur Radio Club, Inc., a Florida not-for-profit corporation. Each party shall confirm its exact legal name, Florida

document number, principal address, and current good-standing status before the Articles of Merger are filed.



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2. Surviving Corporation

Davie/Cooper City Amateur Radio Club, Inc. shall be the surviving corporation. The separate corporate existence of

BARC shall cease when the merger becomes effective, subject to the effects provided by Florida law. The surviving

corporation shall continue as a Florida not-for-profit corporation.

3. Post-Merger Name

The parties intend that the surviving corporation's name be changed to **Broward County Amateur Radio Club, Inc.**

The required amendment or restatement of the surviving corporation's Articles of Incorporation shall be included in,

attached to, or otherwise filed in connection with the Articles of Merger as permitted by Florida law.

4. Charitable and Amateur Radio Purposes

The surviving corporation shall continue to be organized and operated exclusively for purposes permitted under Internal Revenue Code section 501(c)(3), including education, advancement of amateur radio, technical education and

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training, public-service and emergency communications, community outreach, and related charitable activities. No

provision of this Plan is intended to permit private inurement or an impermissible distribution of charitable assets.

5. Treatment of Membership Interests

Upon the Effective Time, the membership interests of BARC shall be canceled as interests in BARC. Persons who are

members in good standing of BARC immediately before the Effective Time shall be admitted or transitioned into the

surviving corporation in the corresponding membership class, to the extent practicable, subject to the adopted

post-merger bylaws and any transition schedule approved by both corporations. Existing DCARC memberships shall

continue subject to the post-merger bylaws. No member shall receive money or property merely by reason of the

merger.

6. Property and Assets

At the Effective Time, all property and rights of BARC and DCARC shall be held by or vest in the surviving corporation



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to the extent provided by Florida law. This includes, as applicable, cash, bank accounts, equipment, repeaters, radios,

antennas, test equipment, furnishings, records, websites, domain names, intellectual property, contractual rights, and

other property. Restricted gifts and property held for a particular charitable purpose shall remain subject to applicable

restrictions.

7. Liabilities and Obligations

The surviving corporation shall be responsible for the debts, liabilities, contractual obligations, and other obligations of

the constituent corporations to the extent provided by Florida law. Before the Effective Time, each corporation shall

disclose known debts, claims, leases, licenses, insurance matters, contracts, pending disputes, restricted funds, and

other material obligations to the other corporation.

8. Amateur Radio Licenses and Club Call Signs

The parties acknowledge that BARC's bylaws identify W4AB as a club call sign and DCARC's bylaws identify NA4DC

as a club call sign. FCC club-station licenses and trusteeships do not automatically become administratively correct

merely because of a state-law merger. The surviving corporation shall take all required FCC and

license-administration actions to preserve, modify, transfer, cancel, or otherwise administer each call sign and associated trustee arrangement as permitted by federal law.

9. Governing Documents After Merger

At or before the Effective Time, the surviving corporation shall adopt amended and/or restated Articles of Incorporation

and bylaws suitable for Broward County Amateur Radio Club, Inc. The post-merger bylaws shall provide for a member-governed organization with voting members and shall address membership classes, meetings, quorum,

elections, officers, directors, committees, financial controls, records, conflicts of interest, and section 501(c)(3) requirements.

10. Initial Board and Officers

The initial post-merger Board of Directors and officers shall be those persons identified in a transition schedule approved by the parties or elected/appointed in accordance with resolutions adopted in connection with the merger.



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The parties intend to provide fair representation from both legacy organizations during the transition, followed by

elections under the new bylaws.

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11. Conditions to Closing

The merger shall not become effective unless: (a) each board has adopted this Plan as required by law; (b) the voting

members of each corporation have approved this Plan as required by applicable law and governing documents; (c) the

surviving corporation's proposed Articles and bylaws have received all approvals required for their effectiveness; (d)

the parties have completed reasonable due diligence concerning assets, liabilities, tax status, corporate status, and

material contracts; and (e) the authorized officers determine that no legal or regulatory impediment prevents closing.

12. Member Approval and Notices

Each corporation shall separately call and conduct its own member meeting, establish its own quorum, maintain its

own minutes and voting record, and approve this Plan in accordance with Chapter 617, its Articles of Incorporation,

and its bylaws. Notices shall state that consideration of the Plan of Merger is a purpose of the meeting and shall

include all material required by applicable law. The parties presently intend to provide at least 30 days' notice to facilitate review of the merger and proposed governance changes.

13. Effective Date and Time

The merger shall become effective on the date and at the time stated in the Articles of Merger, or as otherwise determined under applicable Florida law. The authorized officers may select an effective date on or after filing that

permits an orderly transition of banking, insurance, membership, accounting, FCC administration, and other operations.

14. Articles of Merger and Other Filings

After all required approvals have been obtained, authorized representatives of each party shall execute the Articles of

Merger and cause them to be delivered to the Florida Department of State for filing. The surviving corporation shall



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also make appropriate post-merger notifications or filings with the Internal Revenue Service, financial institutions,

insurers, vendors, ARRL, FCC-related administrators, and other agencies or counterparties as applicable.

15. Records

The surviving corporation shall preserve the material corporate, financial, membership, historical, licensing, and operational records of both legacy organizations in accordance with applicable law and the surviving corporation's

records-retention policy.

16. Amendment of Plan

Before the merger becomes effective, this Plan may be amended only in a manner permitted by Chapter 617 and by

the approvals granted by the parties. Any amendment requiring renewed member approval shall not become effective

without such approval.

17. Abandonment

The merger may be abandoned before it becomes effective in the manner permitted by Florida law and any resolutions

approving this Plan. Unless otherwise required by law, the boards may abandon the transaction if a material condition

to closing has not been satisfied or if proceeding would materially prejudice the charitable purposes or interests of

either corporation.

18. No Distribution to Members

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Nothing in this Plan authorizes a distribution of charitable or corporate assets to directors, officers, members, or private

persons except for lawful reimbursement, payment of bona fide obligations, or other transactions permitted for a

section 501(c)(3) organization.

19. Entire Plan; Schedules

This Plan, together with its approved exhibits and schedules, constitutes the parties' plan of merger. Anticipated

schedules include: Schedule A - post-merger Articles; Schedule B - post-merger bylaws; Schedule C - transition



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board/officers; Schedule D - material assets; Schedule E - known liabilities/contracts; and Schedule F - membership

transition.

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APPROVAL - BROWARD AMATEUR RADIO CLUB, INC.

The undersigned certify that the foregoing Plan of Merger was adopted by the Board of Directors and approved by the

members of Broward Amateur Radio Club, Inc. in the manner required by applicable law and the corporation's governing documents, subject to completion of the information below.

Date of Board Adoption: _____

Date of Member Approval: _____

Votes / Approval Record: _____

President: _____

Secretary: _____

Signature - President: _____ Date: _____

Signature - Secretary: _____ Date: _____

APPROVAL - DAVIE/COOPER CITY AMATEUR RADIO CLUB, INC.

The undersigned certify that the foregoing Plan of Merger was adopted by the Board of Directors and approved by the

members of Davie/Cooper City Amateur Radio Club, Inc. in the manner required by applicable law and the corporation's governing documents, subject to completion of the information below.

Date of Board Adoption: _____

Date of Member Approval: _____

Votes / Approval Record: _____

President: _____

Secretary: _____

Signature - President: _____ Date: _____

Signature - Secretary: _____ Date: _____

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EXHIBIT / SCHEDULE CHECKLIST

■ Schedule A - Proposed Amended/Restated Articles of Incorporation of Broward County Amateur Radio Club, Inc.



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- Schedule B - Proposed Bylaws of Broward County Amateur Radio Club, Inc.
- Schedule C - Initial/Transition Board and Officers
- Schedule D - Material Assets and Restricted Property
- Schedule E - Known Liabilities, Contracts, Insurance, and Claims
- Schedule F - Membership Transition Roster/Rules
- Schedule G - FCC Club Call Signs, Trustees, Repeaters, and Other Radio Assets
- Schedule H - Banking, Domains, Websites, Social Media, ARRL and Other Administrative Accounts

LEGAL BASIS / DRAFTING NOTES

This draft is structured around Florida Statutes Chapter 617. Section 617.1101 specifies the required contents of a plan of merger; section

617.1102 limits mergers involving property held for charitable purposes to an appropriate nonprofit survivor; section 617.1103 addresses

board and member approval; and section 617.1105 addresses Articles of Merger. These notes are included for review and should not

replace transaction-specific legal advice.



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617.1101 Plan of merger.—

- (1) By complying with this chapter, including adopting a plan of merger in accordance with subsection (3) and complying with s. 617.1103:
 - (a) Subject to and except as otherwise provided in s. 617.1102, one or more domestic corporations may merge with one or more domestic or foreign eligible entities pursuant to a plan of merger, resulting in a survivor; and
 - (b) Any two or more eligible entities may merge, resulting in a surviving entity that is a domestic corporation created in the merger.
- (2) Subject to and except as otherwise provided in s. 617.1102, a domestic eligible entity that is not a corporation may be a party to a merger with a domestic corporation, or may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the domestic eligible entity that is not a corporation. A foreign eligible entity may be a party to a merger with a domestic corporation or, subject to and as otherwise provided in s. 617.1102, may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the foreign eligible entity.
- (3) The plan of merger must set forth:
 - (a) As to each party to the merger, its name, jurisdiction of formation, and type of entity;
 - (b) The survivor's name, jurisdiction of formation, and type of entity, and, if the survivor is to be created in the merger, a statement to that effect;
 - (c) The terms and conditions of the merger, including:
 1. A statement that the interests in such entity are to be canceled; or
 2. The manner of converting the interests in such entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;
 - (d) The articles of incorporation of any domestic or foreign corporation, or the public organic record of any other domestic or foreign eligible entity to be created by the merger, or if a new domestic or foreign corporation or other eligible entity is not to be created by the merger, any amendment to, or restatement of, the survivor's articles of incorporation or other public organic record;
 - (e) The effective date and time of the merger, which may be on or after the filing date of filing the articles of merger; and
 - (f) Any other provision required by the laws under which any party to the merger is organized or by which it is governed, or by the articles of incorporation or organic rules of any such party.
- (4) In addition to the requirements of subsection (3), a plan of merger may contain any other provision that is not prohibited by law.
- (5) Terms of a plan of merger may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).
- (6) A plan of merger may be amended only with the consent of each party to the merger, except as provided in the plan. A domestic party to a merger may approve an amendment to a plan:
 - (a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or



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(b) In the manner provided in the plan, except that an interest holder that was entitled to vote on or consent to the approval of the plan is entitled to vote on or consent to any amendment to the plan which will change:

1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received under the plan by the interest holders of any party to the merger;
2. The articles of incorporation of any domestic corporation, or the organic rules of any other type of entity, that will be the survivor of the merger, except for changes permitted by s. 617.1002(3) or by comparable provisions of the organic law of any other type of entity; or
3. Any of the other terms or conditions of the plan if the change would adversely affect the interest holder in any material respect.

History.—s. 69, ch. 90-179; s. 35, ch. 2009-205; s. 58, ch. 2026-168.

617.1102 Limitation on merger.—A domestic corporation that holds property for a charitable purpose may merge with one or more other eligible entities only if the surviving entity of such merger is a domestic or foreign corporation or other eligible entity that has been organized as a nonprofit entity under a governing statute or other applicable law that allows such a merger.

History.—s. 36, ch. 2009-205; s. 275, ch. 2019-90; s. 59, ch. 2026-168.

617.1103 Approval of plan of merger; abandonment of plan thereafter.—

(1) In the case of a domestic corporation that is a party to a merger, the plan of merger shall be adopted in the following manner if there are members of the domestic corporation entitled to vote on the merger:

(a) The plan of merger shall first be adopted by the board of directors of such domestic corporation.

(b) Except as provided in paragraph (h) and in s. 617.1104, the members entitled to vote shall vote to adopt the plan of merger.

(c) In submitting the plan of merger to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board shall inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the proposed merger by the members or the effectiveness of the plan of merger.

(e) If the approval by members is to be given at a meeting, the corporation shall notify each member entitled to vote of the meeting of members at which the plan is submitted for approval in accordance with this chapter and the articles of incorporation and bylaws of the corporation. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the plan of merger, regardless of whether the meeting is an annual or a special meeting, and contain or be accompanied by a copy of the plan. If the corporation is not to be the surviving entity, the notice must also include or be accompanied by a copy of the articles of incorporation and bylaws or the organic rules of the surviving entity.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d), requires a greater vote or a greater quorum in the respective case, approval of the plan of merger shall require the approval of the members at a meeting at which the current required quorum



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exists by a majority of the votes entitled to be cast on the plan and, if any class of members is entitled to vote as a separate voting group on the plan of merger, the approval of each such separate voting group at a meeting at which a quorum of the voting group is present by a majority of the votes entitled to be cast on the merger by that voting group.

(g) Subject to paragraph (h), unless otherwise provided in the articles of incorporation, separate voting on a plan of merger is required for each class of members that is to be converted under the plan of merger into securities, interests, or obligations; rights to acquire securities or other interests; or cash, other property, or any combination thereof.

(h) The articles of incorporation may expressly limit or eliminate the separate voting rights as to any class of members.

(2) If a domestic corporation that is a party to a merger has no members or if its members are not entitled to vote on a plan of merger, such plan may be adopted at a meeting of its board of directors by a majority vote of the directors then in office.

(3)(a) After a plan of merger has been approved and before articles of merger are effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, the plan may be abandoned by the board of directors in the same manner as the plan was approved by:

1. A domestic corporation; or
2. A merging domestic eligible entity if the organic law of the entity does not provide for amendment of a plan of merger.

(b) If a merger is abandoned under paragraph (a) after articles of merger have been delivered to the department for filing but before the articles of merger have become effective, a statement of abandonment signed by all the parties that signed the articles of merger shall be delivered to the department for filing before the articles of merger become effective. The statement takes effect on filing, whereupon the merger is deemed abandoned and does not become effective. The statement of abandonment must contain:

1. The name of each party to the merger;
2. The date on which the articles of merger were filed by the department; and
3. A statement that the merger has been abandoned in accordance with this section.

History.—s. 70, ch. 90-179; s. 60, ch. 2026-168.

617.1104 Short-form merger between parent and subsidiary or between subsidiaries.—

(1)(a) A domestic or foreign parent eligible entity that holds a membership in a domestic corporation that carries at least 80 percent of the voting power of each class of membership of the domestic corporation which has voting power may:

1. Merge the subsidiary into itself, or into another domestic or foreign eligible entity in which the parent eligible entity owns at least 80 percent of the voting power of each class and series of the outstanding interests that have voting power; or
2. Merge itself into the subsidiary.

(b) Mergers under subparagraphs (a)1. and 2. do not require the approval of the board of directors or members of the subsidiary unless the articles of incorporation or organic rules of the parent eligible entity or the articles of incorporation of the subsidiary entity otherwise provide. The articles of merger relating to a merger under this section do not need to be signed by the subsidiary entity.



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(2) The parent eligible entity shall, within 10 days after the effective date of a merger approved under subsection (1), notify each of the subsidiary entity's members that the merger has become effective.

(3) Except as provided for in subsections (1) and (2), a merger between a parent eligible entity and a domestic subsidiary corporation is governed by ss. 617.1101-617.1107, which are applicable to mergers generally.

History.—s. 61, ch. 2026-168.

617.1105 Articles of merger.—

(1) After a plan of merger has been adopted and approved as required by this chapter or, if the merger is being effected pursuant to s. 617.1101(1)(b), the merger has been approved as required by the organic law governing the parties to the merger, the articles of merger must be signed by each party to the merger, except as provided in s. 617.1104. The articles of merger must set forth:

(a) The name, jurisdiction of formation, and type of entity of each party to the merger;

(b) If not already identified as the survivor pursuant to paragraph (a), the name, jurisdiction of formation, and type of entity of the survivor;

(c) If the articles of incorporation of the survivor are being amended, or if a new domestic corporation is being created as a result of the merger:

1. The amendments to the survivor's articles of incorporation; or

2. The articles of incorporation of the new corporation;

(d) If the plan of merger required approval by the members of a domestic corporation that is a party to the merger, a statement that the plan was duly approved by the members and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by this chapter and the articles of incorporation of such domestic corporation;

(e) If the plan of merger did not require approval by the members of a domestic corporation that is a party to the merger, a statement to that effect;

(f) As to each foreign corporation that is a party to the merger, a statement that the participation of the foreign corporation was duly authorized in accordance with such corporation's organic law;

(g) As to each domestic or foreign eligible entity that is a party to the merger and that is not a domestic or foreign corporation, a statement that the participation of the eligible entity in the merger was duly authorized in accordance with such eligible entity's organic law; and

(h) If the survivor is not a domestic or foreign corporation or other eligible entity that has been organized as a nonprofit entity under a governing statute or other applicable law that allows such a merger, as to each domestic corporation that is a party to the merger, a statement that it does not hold any property for a charitable purpose.

(2) In addition to the requirements of subsection (1), articles of merger may contain any other provision not prohibited by law.

(3) The articles of merger shall be delivered to the department for filing, and, subject to subsection (4), the merger must take effect on the effective date determined in accordance with s. 617.0123.

(4) With respect to a merger in which one or more foreign entities is a party or a foreign corporation created by the merger is the survivor, the merger itself becomes effective at the later of:

(a) When all documents required to be filed in all foreign jurisdictions to effect the merger have become effective; or

(b) When the articles of merger take effect.



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(5) Articles of merger required to be filed under this section may be combined with any filing required under the organic law governing any other domestic eligible entity involved in the transaction if the combined filing satisfies the requirements of both this section and the other organic law.

History.—s. 71, ch. 90-179; s. 62, ch. 2026-168.

617.1106 Effect of merger.—

(1) When a merger becomes effective:

- (a) The domestic or foreign eligible entity that is designated in the plan of merger as the survivor continues or comes into existence, as the case may be;
 - (b) The separate existence of every merging entity, other than the survivor, ceases;
 - (c) All property owned by, and every contract right and other right possessed by, each merging entity vests in the survivor, without transfer, reversion, or impairment;
 - (d) All debts, obligations, and other liabilities of each merging entity become debts, obligations, and liabilities of the survivor;
 - (e) The name of the survivor may be, but need not be, substituted in any pending proceeding for the name of any party to the merger whose separate existence ceased in the merger;
 - (f) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger are impaired by such merger;
 - (g) If the survivor is a domestic eligible entity, the articles of incorporation and bylaws or the organic rules of the survivor are amended to the extent provided in the plan of merger;
 - (h) The articles of incorporation and bylaws or the organic rules of a survivor that is a domestic eligible entity and is created by the merger become effective;
 - (i) The interests of each merging entity which are to be canceled or converted in the merger are canceled or converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any appraisal rights they have under the merging entity's organic law;
 - (j) Except as provided by law or the plan of merger, all the rights, privileges, franchises, and immunities of each eligible entity that is a party to the merger, other than the survivor, become the rights, privileges, franchises, and immunities of the survivor; and
 - (k) If the survivor exists before the merger:
 1. All the property and contract and other rights of the survivor remain its property and contract and other rights without transfer, reversion, or impairment;
 2. The survivor remains subject to all of its debts, obligations, and other liabilities; and
 3. Except as provided by law or the plan of merger, the survivor continues to hold all of its rights, privileges, franchises, and immunities.
- (2) Except as provided in the organic law governing a party to a merger or in its articles of incorporation or organic rules, the merger does not give rise to any rights that any interest holder or third party would have upon a dissolution, liquidation, or winding up of that party. The merger does not require a party to the merger to wind up its affairs and does not constitute or cause its dissolution or termination.
- (3) Property held in trust or otherwise dedicated to a charitable purpose and held by a domestic or foreign eligible entity immediately before a merger becomes effective may not, as a result of the merger, be diverted from the purposes for which it was donated, granted, devised, or otherwise

transferred except pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(4) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to an eligible entity that is a party to a merger that is not the survivor and which takes effect or remains payable after the merger inures to the survivor.

(5) A trust obligation that would govern property if the property is directed to be transferred to a nonsurviving eligible entity applies to property that is to be transferred instead to the survivor after a merger becomes effective.

History.—s. 72, ch. 90-179; s. 63, ch. 2026-168.