

1742153

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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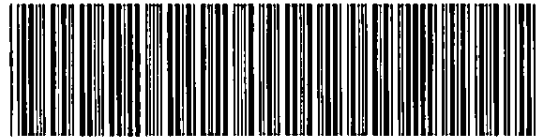
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2017 NOV - 8 AM 10: 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merge

NOV - 9 2017

I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** COVENANT VILLAGE OF 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:

ALEXANDRA DON  
\_\_\_\_\_  
(Contact Person)

ERICKSON PETERSON CRAMER  
\_\_\_\_\_  
(Firm/Company)

100 N FIELD DRIVE, SUITE 320  
\_\_\_\_\_  
(Address)

LAKE FOREST, IL 60045  
\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

ALEXANDRA DON  
\_\_\_\_\_  
(Name of Contact Person) At ( 626 ) 808-3883  
\_\_\_\_\_  
(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

# ERICKSON • PETERSON • CRAMER

Attorneys at Law

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Grant D. Erickson, IL  
Julie A. Peterson, MN, IL, CA  
Christopher W. Cramer, IL, WI  
Alexandra N. Don, WI

Writer's Direct Dial: 847.504.8967  
Email: adon@epclawyers.com

November 2, 2017

**Via USPS Priority Mail**

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Merger – Covenant Palms of Miami, Inc. into Covenant Village of Florida

Dear Sir/Madam:

Attached please find the Articles of Merger for one (1) Florida not for profit Corporation. A list of the attached documents is found below:

- 1) State Specific Cover Letter
  - o Articles of Merger Covenant Palms of Miami, Inc. and Covenant Village of Florida, Inc.
  - o Plan of Merger Covenant Palms of Miami, Inc. and Covenant Village of Florida, Inc.
  - o Resolutions of the Board of Directors of Covenant Palms of Miami, Inc.
  - o Resolutions of the Board of Directors of Covenant Village of Florida, Inc.
  - o Resolutions of the Board of Directors of Covenant Village of Florida, Inc.
  - o Resolutions of the Board of Directors of Covenant Retirement Communities, Inc.
- 2) Check payable to the Secretary of State in the amount of \$70.00, \$35.00 for the merging corporation and \$35.00 for the surviving corporation.

If you have any questions regarding the enclosed, please call me.

Sincerely,

ERICKSON PETERSON CRAMER



Alexandra N. Don  
Enclosures

**ARTICLES OF MERGER  
COVENANT PALMS OF MIAMI, INC.  
AND  
COVENANT VILLAGE OF FLORIDA, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Florida Statutes Section 617.1105, the following Articles of Merger are executed on the date hereinafter set forth:

**First:** COVENANT VILLAGE OF FLORIDA, INC., document number 742153, is the surviving corporation which is organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Not For Profit Corporation Act.

**Second:** COVENANT PALMS OF MIAMI, INC., document number N96000006057, is the merging corporation which is organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Not For Profit Corporation Act.

**Third:** Attached hereto is a copy of the Plan of Merger adopted by the affirmative vote of a majority of the Boards of Directors of COVENANT PALMS OF MIAMI, INC. and COVENANT VILLAGE OF FLORIDA, INC.; and approved by the member of each corporation, in compliance with Florida Statutes section 617.1105 and the bylaws of each corporation.

**Fourth:** The merger shall become effective on the date that Articles of Merger are filed with the Florida Department of State.

**Fifth:** The plan of merger was adopted by the member of the surviving corporation on October 28, 2017. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 14 FOR 0 AGAINST

**Sixth:** The plan of merger was adopted by the member of the merging corporation on October 28, 2017. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 14 FOR 0 AGAINST

[Signatures on next page]

2017 NOV -3 AM 10: 33  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as to the date written above.

**COVENANT PALMS OF MIAMI, INC.**

By: David G. Erickson  
David G. Erickson  
Its Vice President

**COVENANT VILLAGE OF FLORIDA, INC.**

By: David G. Erickson  
David G. Erickson  
Its Vice President

**PLAN OF MERGER  
COVENANT PALMS OF MIAMI, INC.  
AND  
COVENANT VILLAGE OF FLORIDA, INC.**

This **PLAN OF MERGER** (hereinafter referred to as the "Plan") dated October 28, 2017, is entered into between COVENANT PALMS OF MIAMI, INC., a Florida not for profit corporation (the "Merged Corporation"), and COVENANT VILLAGE OF FLORIDA, INC. a Florida not for profit corporation (the "Surviving Corporation"). (The Merged Corporation and the Surviving Corporation may be collectively referred to as "Constituent Corporations"). This Plan is submitted in compliance with Section 617.1101 of the Florida Statutes and in accordance with applicable laws.

**RECITALS**

A. The Constituent Corporations are not for profit corporations duly organized and existing under the laws of the State of Florida and are tax-exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. The Constituent Corporations desire to merge corporations such that COVENANT PALMS OF MIAMI, INC., the Merged Corporation, shall be merged into COVENANT VILLAGE OF FLORIDA, INC., which shall be the Surviving Corporation due to the fact that COVENANT PALMS OF MIAMI, INC. no longer has any assets or operations.

**NOW, THEREFORE,** COVENANT PALMS OF MIAMI, INC. shall be merged into COVENANT VILLAGE OF FLORIDA, INC., a Florida not for profit corporation, and COVENANT VILLAGE OF FLORIDA, INC. shall continue its corporate existence and be the corporation surviving the merger. The terms and conditions of this merger (the "Merger") and the manner of carrying the same into effect, are as follows:

**ARTICLE I**  
**Effective Date of the Merger**

The Effective Date of the Merger shall be at the close of business on the date that Articles of Merger are filed with the Florida Department of State. Upon the Effective Date of the Merger, the separate existences of the Constituent Corporations shall cease and COVENANT PALMS OF MIAMI, INC. shall be merged into the Surviving Corporation, COVENANT VILLAGE OF FLORIDA, INC., a Florida not for profit corporation. The Surviving Corporation shall retain the name COVENANT VILLAGE OF FLORIDA, INC.

**ARTICLE II**  
**Articles of Incorporation**

The Articles of Incorporation of the Surviving Corporation shall be the existing Articles of Incorporation of COVENANT VILLAGE OF FLORIDA, INC. and such Articles of Incorporation shall not be initially amended as a result of the merger.

**ARTICLE III**  
**Bylaws and Registered Office**

The Bylaws of the Surviving Corporation shall be the existing Bylaws of COVENANT VILLAGE OF FLORIDA, INC. and such Bylaws shall not be initially amended as a result of the merger. The registered office of the Surviving Corporation after the Merger shall be at 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE IV**  
**Directors**

The directors of the Surviving Corporation as of the Effective Date of the Merger shall be the directors of COVENANT VILLAGE OF FLORIDA, INC. as of the Effective Date.

**ARTICLE V**  
**Member of Surviving Corporation**

As set forth in the Articles and Bylaws of the Surviving Corporation, the Surviving Corporation shall have one class of membership. The sole Member of the Surviving Corporation shall be COVENANT RETIREMENT COMMUNITIES, INC., an Illinois not for profit corporation.

**ARTICLE VI**  
**Effect of the Merger**

At the Effective Date of the Merger, the Surviving Corporation shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Constituent Corporations, and all property, real, personal, and mixed, including gifts, bequests, patents, trademarks, tradenames, and all debts due to any of the Constituent Corporations on whatever account; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as effectively as they were of the respective Constituent Corporations, and the title of any real estate vested by deed or otherwise in any of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired,

limited in liens to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Corporation.

**ARTICLE VII**  
**Accounting Matters**

The assets and liabilities of the Constituent Corporations as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the respective Constituent Corporations. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any Constituent Corporations may be converted to those procedures and schedules selected by the Surviving Corporation.



**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
COVENANT PALMS OF MIAMI, INC.**

**WHEREAS**, Covenant Palms of Miami, Inc. ("Covenant Palms") is a Florida not for profit corporation whose sole corporate member is Covenant Village of Florida, Inc. ("Covenant Village"), a Florida not for profit corporation; and

**WHEREAS**, Covenant Palms no longer owns any assets or conducts any operations; and

**WHEREAS**, Covenant Palms desires to merge into Covenant Village, whose sole corporate member is Covenant Retirement Communities, Inc., an Illinois not for profit corporation; and

**WHEREAS**, pursuant to the Articles of Merger and Plan of Merger attached hereto as Exhibit A, Covenant Palms will merge into Covenant Village, such that Covenant Village is the surviving corporation; and

**WHEREAS**, the Board of Directors of Covenant Palms deems it to be in the best interests of Covenant Palms to merge into Covenant Village in accordance with the provisions of the Articles of Merger and Plan of Merger.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

- 1) That the Articles of Merger and Plan of Merger attached hereto as Exhibit A are hereby adopted and approved.
- 2) That the officers of Covenant Palms, and each of them individually or jointly, are hereby authorized to execute and record the Articles of Merger and Plan of Merger, and to sign all other documents and perform all other actions to finalize the merger of Covenant Palms into Covenant Village in accordance with the Articles of Merger and Plan of Merger such that the signature of one constitutes the signature of all.

**CERTIFICATION**

I, David Erickson, the Vice President of Covenant Palms of Miami, Inc., hereby certify that these Resolutions were adopted by the Board of Covenant Palms of Miami, Inc., at a meeting thereof, duly called and convened, on October 28, 2017, at which a quorum was present.

  
\_\_\_\_\_

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
COVENANT VILLAGE OF FLORIDA, INC.**

**WHEREAS**, Covenant Palms of Miami, Inc. ("Covenant Palms") is a Florida not for profit corporation whose sole corporate member is Covenant Village of Florida, Inc. ("Covenant Village"), a Florida not for profit corporation; and

**WHEREAS**, Covenant Palms no longer owns any assets or conducts any operations; and

**WHEREAS**, pursuant to the Articles of Merger and Plan of Merger attached hereto as Exhibit A, Covenant Palms will merge into Covenant Village, such that Covenant Village is the surviving corporation; and

**WHEREAS**, Covenant Village, acting as the sole member of Covenant Palms, deems it to be in the best interests of Covenant Palms to enter into the Articles of Merger and Plan of Merger, whereby Covenant Palms will merge into Covenant Village, with Covenant Village being the surviving corporation.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

- 1) That the Articles of Merger and Plan of Merger attached hereto as Exhibit A are hereby adopted and approved.
- 2) That the officers of Covenant Village, and each of them individually or jointly, are hereby authorized to execute and record the Articles of Merger and Plan of Merger, and to sign all other documents and perform all other actions to finalize the merger of Covenant Palms into Covenant Village in accordance with the Articles of Merger and Plan of Merger such that the signature of one constitutes the signature of all.

**CERTIFICATION**

I, David Erickson, the Vice President of Covenant Village of Florida, Inc., hereby certify that these Resolutions were adopted by the Board of Covenant Village of Florida, Inc., at a meeting thereof, duly called and convened, on October 28, 2017, at which a quorum was present.

  
\_\_\_\_\_

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
COVENANT VILLAGE OF FLORIDA, INC.**

**WHEREAS**, Covenant Palms of Miami, Inc. ("Covenant Palms") is a Florida not for profit corporation whose sole corporate member is Covenant Village of Florida, Inc. ("Covenant Village"), a Florida not for profit corporation; and

**WHEREAS**, Covenant Palms no longer owns any assets or conducts any operations; and

**WHEREAS**, Covenant Palms desires to merge into Covenant Village, whose sole corporate member is Covenant Retirement Communities, Inc., an Illinois not for profit corporation; and

**WHEREAS**, pursuant to the Articles of Merger and Plan of Merger attached hereto as Exhibit A, Covenant Palms will merge into Covenant Village, such that Covenant Village is the surviving corporation; and

**WHEREAS**, the Board of Directors of Covenant Village deems it to be in the best interests of Covenant Village to enter into the Articles of Merger and Plan of Merger, whereby Covenant Palms will merge into Covenant Village, with Covenant Village being the surviving corporation; and

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

- 1) That the Articles of Merger and Plan of Merger attached hereto as Exhibit A are hereby adopted and approved.
- 2) That the officers of Covenant Village, and each of them individually or jointly, are hereby authorized to execute and record the Articles of Merger and Plan of Merger, and to sign all other documents and perform all other actions to finalize the merger of Covenant Palms into Covenant Village in accordance with the Articles of Merger and Plan of Merger such that the signature of one constitutes the signature of all.

**CERTIFICATION**

I, David Erickson, the Vice President of Covenant Village of Florida, Inc., hereby certify that these Resolutions were adopted by the Board of Covenant Village of Florida, Inc., at a meeting thereof, duly called and convened, on October 28, 2017, at which a quorum was present.

  
\_\_\_\_\_

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
COVENANT RETIREMENT COMMUNITIES, INC.**

**WHEREAS**, Covenant Palms of Miami, Inc. ("Covenant Palms") is a Florida not for profit corporation whose sole corporate member is Covenant Village of Florida, Inc. ("Covenant Village"), a Florida not for profit corporation; and

**WHEREAS**, the sole corporate member of Covenant Village is Covenant Retirement Communities, Inc. ("CRC"), an Illinois not for profit corporation; and

**WHEREAS**, Covenant Palms no longer owns any assets or conducts any operations; and

**WHEREAS**, pursuant to the Articles of Merger and Plan of Merger attached hereto as Exhibit A, Covenant Palms will merge into Covenant Village, such that Covenant Village is the surviving corporation; and

**WHEREAS**, CRC, acting as the sole member of Covenant Village, deems it to be in the best interests of Covenant Village to enter into the Articles of Merger and Plan of Merger, whereby Covenant Palms will merge into Covenant Village, with Covenant Village being the surviving corporation.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

- 1) That the Articles of Merger and Plan of Merger attached hereto as Exhibit A are hereby adopted and approved.
- 2) That the officers of Covenant Village, and each of them individually or jointly, are hereby authorized to execute and record the Articles of Merger and Plan of Merger, and to sign all other documents and perform all other actions to finalize the merger of Covenant Palms into Covenant Village in accordance with the Articles of Merger and Plan of Merger such that the signature of one constitutes the signature of all.

**CERTIFICATION**

I, David Erickson the <sup>So. Vice President</sup> ~~Assistant~~ <sup>Secretary</sup> of Covenant Retirement Communities, Inc., hereby certify that these Resolutions were adopted by the Board of Covenant Retirement Communities, Inc., at a meeting thereof, duly called and convened, on October 28, 2017, at which a quorum was present.

  
\_\_\_\_\_