

770 757

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

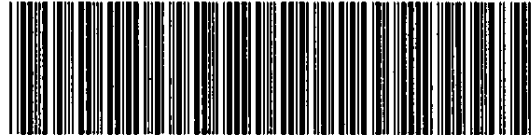
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900310750149

03/21/18--01014--004 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 MAR 20 P 3:23

FILED

MAR 22 2018

T. LEANOR

Murphy

R. WILLIAM FUTCH, P.A.
2201 S. E. 30TH AVENUE
SUITE 202
OCALA, FLORIDA 34471

R. William Futch
Admitted in Florida
Admitted in Texas (inactive)
Certified Circuit Civil Mediator

Tel. No: (352) 732-8080
Fax No: (352) 622-1866

E-mail address: bill@futchlaw.net

March 19, 2018

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Via Priority Mail

**RE: INTERFAITH EMERGENCY SERVICES, INC./INTERFAITH FOUNDATION
OF MARION COUNTY, FLORIDA, INC.**

Dear Sir/Madam:

Please find enclosed the Cover Letter together with the original executed Articles of Merger and Plan of Merger in connection with the above referenced matter. Also enclosed is a copy of same to be certified and return to my office in the enclosed self addressed stamped envelope.

I also enclose our firm check in the amount of \$78.75 representing \$35.00 for each merging corporation and \$35.00 for each surviving corporation as well as \$8.75 for a certified copy.

If you have any further questions or comments, please do not hesitate to contact our offices.

Very Truly Yours,

BY 

R. WILLIAM FUTCH

RWF/kad
Enc. (Check #7272)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INTERFAITH EMERGENCY SERVICES, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

R WILLIAM FUTCH

(Contact Person)

R WILLIAM FUTCH, PA

(Firm/Company)

2201 SE 30TH AVENUE, SUITE 202

(Address)

OCALA FL 34471

(City/State and Zip Code)

For further information concerning this matter, please call:

R WILLIAM FUTCH, ESQ

(Name of Contact Person) At (352) 732-8080
(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

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERFAITH EMERGENCY SERVICES, _____	FLORIDA _____	770757 _____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERFAITH FOUNDATION OF _____	_____	_____
MARION COUNTY, FLORIDA, INC. _____	FLORIDA _____	N43674 _____
_____ _____	_____	_____
_____ _____	_____	_____

FILED
2011 MAR 20 P 3 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 03 / 31 / 18 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(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 03/19/18. 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 03/19/18. The number of directors in office was 5. The vote for the plan was as follows: 5 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

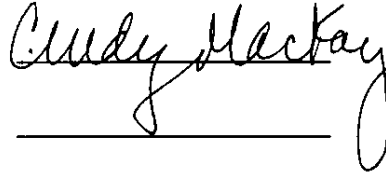
Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

INTERFAITH EMERGENCY

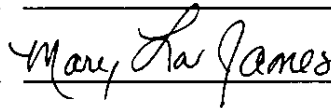
SERVICES, INC.



CINDY MACKAY, AS PRESIDENT

INTERFAITH FOUNDATION OF

MARION COUNTY, FLORIDA, INC.



MARY LOU JAMES, AS 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:

Name

Jurisdiction

INTERRFAITH EMERGENCY SERVICES, INC.

FLORIDA

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

INTERFAITH FOUNDATION OF MARION

COUNTY, FLORIDA, INC.

FLORIDA

The terms and conditions of the merger are as follows:

SEE EXHIBIT A ATTACHED

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

SEE EXHIBIT A ATTACHED

Other provisions relating to the merger are as follows:

SEE EXHIBIT A ATTACHED

EXHIBIT "A"

**PLAN OF MERGER
OF
MERGING**

**INTERFAITH FOUNDATION OF MARION COUNTY,
FLORIDA INC.**

WITH AND INTO

INTERFAITH EMERGENCY SERVICES

THIS PLAN OF MERGER is approved and adopted by INTERFAITH FOUNDATION OF MARION COUNTY, FLORIDA, INC., a Florida not-for-profit corporation (the "Merging Entity") and INTERFAITH EMERGENCY SERVICES, INC., a Florida not-for-profit corporation (the "Surviving Entity"):

ARTICLE I

1.1 **Name of Surviving Entity.** The name of the Surviving Entity is INTERFAITH EMERGENCY SERVICES, INC.

1.2 **Surviving Entity Principal Place of Business.** The Surviving Entity's principal place of business is 435 N.W. 2nd Avenue, Ocala, Florida 34475.

1.3 **Surviving Entity Jurisdiction.** The Surviving Entity's jurisdiction of governing law is Florida.

ARTICLE II

2.1 **Name of Merging Entity.** The name of the Merging Entity is INTERFAITH FOUNDATION OF MARION COUNTY, FLORIDA, INC.

2.2 **Merging Entity Principal Place of Business.** The principal place of business of the Merging Entity is 435 N.W. 2nd Avenue, Ocala, Florida 34475.

2.3 **Merging Entity Jurisdiction.** The Merging Entity's jurisdiction of governing law is Florida.

ARTICLE III

3.1 **The Merger.** As of the Effective Date, the Merging Entity shall merge with and into the Surviving Entity (the "Merger"), the separate existence of the Merging Entity shall thereupon cease, and the Surviving Entity shall be the surviving entity in the Merger and shall continue its legal existence under the laws of the State of Florida. The purpose of this merger is to combine the two (2) entities to more efficiently carry out the charitable mission of the organizations, and to reduce the costs and expenses of operating two (2) entities.

3.2 **Effect of Merger.** The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act (the "Act").

3.3 **Effective Date.** The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State or March 31, 2018 (the "Effective Date").

ARTICLE IV

4.1 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Act and the Articles of Incorporation of the Merging Entity: (i) the Surviving Entity shall possess all rights, privileges and powers of the Merging Entity; (ii) all property and assets of the Merging Entity shall vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of the Merging Entity.

4.2 **No Stock or Consideration Due From Merging Entity.** There is no stock or other ownership interest in the Merging Entity as of the Effective Date. No consideration shall be received in connection with the Merger.

ARTICLE V

5.1 **Surviving Entity Articles of Incorporation and Bylaws.** The Surviving Entity's Articles of Incorporation, as amended, and the Bylaws, as amended and restated, in effect immediately prior to the Effective Date shall be and will remain the effective Articles of Incorporation and the effective Bylaws of the Surviving Entity immediately after the Effective Date, unless and until such Articles of Incorporation and Bylaws shall be amended as provided by the Articles of Incorporation and Bylaws of the Surviving Entity or by law.

5.2 **Merging Entity Articles of Incorporation and Bylaws.** The Articles of Incorporation, as amended, and Bylaws, as amended, of the Merging Entity, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect.

5.3 **Surviving Entity Officers and Directors.** The officers and directors of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the officers and directors of the Surviving Entity, until such time as their successors are duly elected and qualified in accordance with the terms of the Articles of Incorporation and the Bylaws of the Surviving Entity.

ARTICLE VI

6.1 **Amendment.** The Merging Entity and Surviving Entity (the "Constituent Entities"), by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Constituent Entities shall be subject to the limitations specified in the Act.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State, whether before or after adoption of this

Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

6.3 **Constituent Entities' Approval.** This Plan of Merger was approved and adopted by unanimous written Resolution of the Board of Directors of the Merging Entity dated March 19, 2018 and by unanimous written Resolution of the Board of Directors of the Surviving Entity dated March 19, 2018.

6.4 **Filing of Articles of Merger.** After obtaining such approval by the Constituent Entities, the authorized officers of the Surviving Entity and the Merging Entity are hereby authorized and directed to cause all required documents to be executed, filed and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.