

N020000004723

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13 AUG 21 PM 5:11

Menger/CC
@ 8/22/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FoundCare, 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:

Yollette Bonnet

(Contact Person)

FoundCare, Inc.

(Firm/Company)

2330 South Congress Avenue

(Address)

West Palm Beach, Florida 33406

(City/State and Zip Code)

For further information concerning this matter, please call:

Yollette Bonnet

(Name of Contact Person)

At (561) 432-7900

(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
51 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

RECEIVED

13 AUG 21 PM 12:28

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2013

YOLETTE BONNET
FOUNDCARE, INC.
2330 SOUTH CONGRESS AVE
WEST PALM BEACH, FL 33406

SUBJECT: FOUNDCARE, INC.
Ref. Number: N02000004723

We have received your document for FOUNDCARE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 613A00019281

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13 AUG 21 PM 12:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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13 AUG 21 PM 9:11

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)
FoundCare, Inc.	Florida	N02000004723

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Comprehensive AIDS Program of Palm Beach County, Inc.	Florida	N10399
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 July / 1 /2013 (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).

(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 June 13, 2013. The number of directors in office was 9. The vote for the plan was as follows: 9 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 June 13, 2013. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST

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:

<u>Name</u>	<u>Jurisdiction</u>
FoundCare, Inc.	Florida

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Comprehensive AIDS Program of Palm Beach County, Inc.	Florida

The terms and conditions of the merger are as follows:

All directors of the merging corporation shall become directors of the surviving corporation, if they desire. Their terms shall expire when they would have expired under the bylaws of the surviving corporation.

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

Other provisions relating to the merger are as follows: