

700121

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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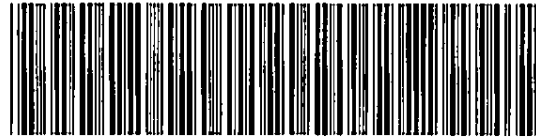
(Business Entity Name)

(Document Number)

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**JOSEPH J. SOROTA, JR., P.A.**

Attorney and Counselor at Law

*Wills, Trusts & Estate Planning*  
*Corporate and Business Law*  
*Taxation*  
*Probate*

*29750 U.S. Highway 19 North, Suite 200*  
*Clearwater, Florida 33761-1510*  
*Telephone (727) 785-9994*  
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June 9, 2020

Via Federal Express

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Articles of Merger for:  
Abilities Rehabilitation Center Foundation, Inc. into  
Abilities, Inc. of Florida

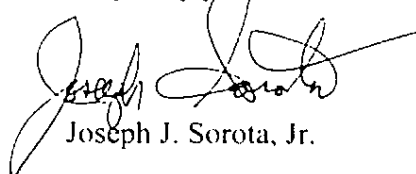
Gentlemen:

Enclosed herewith please find Articles of Merger for the following corporations: Abilities Rehabilitation Center Foundation, Inc. and Abilities, Inc. of Florida with Abilities, Inc. of Florida being the surviving entity.

Also enclosed is a check in the amount of \$78.75 for the Articles of Merger representing the filing fee and the cost of obtaining a certified copy of the Articles of Merger. A pre-addressed envelope is enclosed for the certified copy of Articles of Merger.

Should there be any questions, you may contact me at my office at telephone number 727-785-9994.

Very truly yours,



Joseph J. Sorota, Jr.

JJS:srm  
Enclosures

**ARTICLES OF MERGER**  
**OF**  
**ABILITIES REHABILITATION CENTER FOUNDATION, INC.**  
**(Not for Profit Corporation )**  
**INTO**  
**ABILITIES, INC. OF FLORIDA**  
**(Not for Profit Corporation)**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

- I. The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ABILITIES, INC. OF FLORIDA	Florida	700121

- II. The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ABILITIES REHABILITATION CENTER FOUNDATION, INC.	Florida	768630

- III. The Plan and Agreement of Merger is attached hereto as Exhibit "A."

- IV. The merger shall become effective upon the filing of these Articles of Merger with the Department of State of Florida.

- V. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on February 27, 2020. The number of directors in office was 12. The vote for the plan was as follows:

\_\_\_\_\_ 12 \_\_\_\_\_ FOR \_\_\_\_\_ 0 \_\_\_\_\_ AGAINST

There were no members or members entitled to vote on the Plan of Merger.

- VI. The Plan of Merger was adopted by the Board of Trustees of the merging corporation on November 7, 2019. The number of trustees/directors in office was 4. The vote for the plan was as follows:

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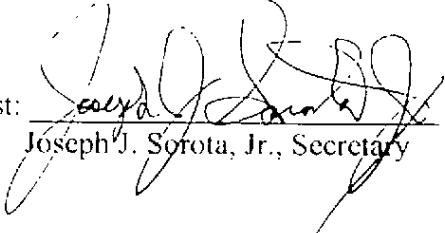
3 FOR 0 AGAINST 1 ABSENT

There are no members or members entitled to vote on the Plan of Merger.

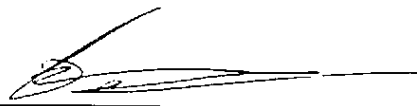
- VII. No amendments to the Articles of Incorporation of the surviving corporation were enacted by reason of the merger.
- VIII. This document may be executed in several counterparts, each of which when executed and delivered shall constitute a duplicate original, but all counterparts together shall constitute a single document.

ABILITIES REHABILITATION CENTER  
FOUNDATION, INC., a Florida not-for-  
profit corporation

Attest:

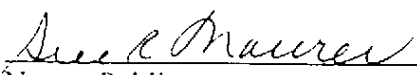
  
Joseph J. Sorota, Jr., Secretary

By

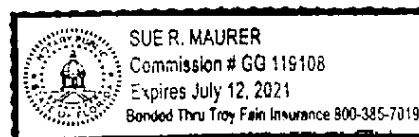
  
Richard B. Winning, Chairman

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of June, 2020, by Richard B. Winning, by means of ☒ physical presence or ☐ online notarization, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:



ABILITIES, INC. OF FLORIDA, a Florida  
not-for-profit corporation

Attest:

Lisa Ward  
Lisa Ward, Secretary

By

Bruce Patterson  
Bruce Patterson, Chief Executive Officer

COMMONWEALTH OF VIRGINIA  
COUNTY OF Fairfax

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of June, 2020, by Bruce Patterson, who ☐ is personally known to me or ☐ has produced VA license as identification.

Donna Ware  
Notary Public

My Commission Expires: June 30, 2023

DONNA L. WARE  
NOTARY PUBLIC  
REGISTRATION # 7850854  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES  
JUNE 30, 2023

## **Exhibit "A"**

### **PLAN AND AGREEMENT OF MERGER**

Pursuant to the provisions of Section 617.1101 of the Florida Statutes, this document is a plan of merger ("Plan of Merger") by which ABILITIES REHABILITATION CENTER FOUNDATION, INC., a Florida not-for-profit corporation ( the "Foundation") will merge into ABILITIES, INC. OF FLORIDA, a Florida not-for-profit corporation ("Abilities"), with Abilities being the surviving not-for-profit corporation.

#### **R E C I T A L S:**

1. The Foundation was established on May 25, 1983, as a Florida not-for-profit corporation, the general purpose of which was to obtain contributions of both real and personal property, to invest and manage said property, and to distribute the income and/or principal therefrom to or for the benefit of Abilities to continue the charitable and educational purposes for which Abilities, Inc. was incorporated and continues to operate, and/or to or for the benefit of an entity or organization other than Abilities, provided that such entity is exempt from tax under Section 501(c)(3) and qualifying under Section 170(c)(2) of the Internal Revenue Code as amended to be used exclusively for charitable or organizational purposes, provided that such distribution to an entity other than Abilities has the prior approval of a majority of the board of directors of Abilities.

2. During the last ten years, while the Foundation has made mandatory minimum distributions to Abilities to support Abilities programs, such distributions have been made from the invested assets of the Foundation because the revenues derived from fundraising and development activities were not sufficient.

3. In an effort to continue the distributions to Abilities to fund programs and to cover costs of fundraising and development activities, the board of trustees of the Foundation have determined it would be in the best interests of the Foundation to transfer its remaining financial assets to a Restricted Fund in the ServiceSource Foundation which fund would be restricted for use in Abilities, Inc. of Florida programs or as directed by the local Allocation and Investment Committee. In the event that any of the financial assets transferred to the ServiceSource Foundation are restricted in any manner, such restriction shall continue. Once this transfer takes place, the Foundation would be merged into Abilities and the remaining assets on the Foundation's books consisting of life insurance policies and gift cards would become assets of Abilities.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree in accordance with the applicable provisions with the laws of the State of Florida, that ABILITIES REHABILITATION CENTER FOUNDATION, INC. be merged into ABILITIES, INC. OF FLORIDA, hereinafter referred to as the "Surviving Corporation." The

terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") which the parties covenant to observe, keep, and perform and the mode of carrying the same into effect are and shall be as hereafter set forth below:

**Article I.  
Effective Date of Merger**

On the effective date of the Merger, the separate existence of the Foundation shall cease, and the Foundation shall be merged into Abilities. Consummation of this Merger shall become effective on or after March 1, 2020 when the Articles of Merger are filed with the Department of State of Florida.

**Article II.  
Governing Law - Certificate of Incorporation**

The laws which are to govern the Surviving Corporation are the laws of the State of Florida. The Articles of Incorporation of ABILITIES, INC. OF FLORIDA shall, on the effective date of the Merger, become the Articles of Incorporation of the Surviving Corporation and shall remain in effect until the same shall be further amended or altered in accordance with the provisions thereof. There will be no amendments to the Articles of Incorporation of the Surviving Corporation by reason of the merger.

**Article III.  
Bylaws**

The bylaws of Abilities on the effective date of the Merger shall become the bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

**Article IV.  
Directors and Officers**

The directors of Abilities on the effective date of the Merger shall become the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the board of directors as provided by law or in the bylaws of the Surviving Corporation, the officers of Abilities on the effective date of the Merger shall be officers of the Surviving Corporation.

**Article V.  
Effect of the Merger**

On the effective date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises.

both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of the Foundation, and all the rights, privileges, immunities, powers and franchises of the Foundation and all property, real, personal and mixed, and all debts due to the Foundation on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Foundation, and the title to any real estate vested by deed or otherwise in the Foundation 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 the Foundation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective date of the Merger, and all debts, liabilities and duties of said Foundation 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 by the Surviving Corporation.

#### **Article VI. Accounting Matters**

The assets and liabilities of the Foundation as of the effective date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts in which they shall be carried at that time on the books of the Foundation. Upon the effective date of the Merger, the fiscal year of the combined entities shall be that of the Surviving Corporation. The principal office of the merged entity shall be the principal office of the Surviving Corporation.

#### **Article VII. Allocation and Investment Advisory Committee**

In connection with the Donor Restricted Fund on the books of the ServiceSource Foundation by reason of the transfer of the financial assets from the Foundation, there shall be created an Allocation and Investment Advisory Committee consisting of not less than three nor more than five members who shall be appointed by the Surviving Corporation. The initial committee shall consist of the following members of the Foundation board, Richard Winning, Frank Burke, Les Rubin, Joseph J. Sorota, Jr., and a member of the Abilities operating board if none of the foregoing are members of the operating board. The Allocation and Investment Advisory Committee will be charged with the responsibility of monitoring the investment activities of the money managers used to manage the investments of the Restricted Fund on the books of the ServiceSource Foundation, including preparing requests for proposals in the event a decision is made by the Allocation and Investment Advisory Committee to change one or more of the money managers. The Allocation and Investment Advisory Committee will also be charged with the responsibility of reviewing and approving any transfers to be made to Abilities for its operations from the Restricted Fund on the books of ServiceSource Foundation.



**Article VIII.**  
**Approval of Board of Directors: Filing of Certificate of Merger**

This Agreement shall be submitted to the board of trustees or the board of directors of each of the Foundation and Abilities as provided by Florida Statutes Section 607.1101 and 607.1103. Upon approval of this Agreement and Plan of Merger by the boards of both corporations, there shall be filed with the Florida Department of State the Articles of Merger.

IN WITNESS WHEREOF, this Agreement has been executed by the Chief Executive Officer or Chairman of each of the corporations, and each of the corporations has caused its corporate seal to be affixed hereto and attested by the signature of its secretary as of the date and year on which the Plan and Agreement of Merger was approved by its respective board.

ABILITIES REHABILITATION CENTER  
FOUNDATION, INC., a Florida not-for-  
profit corporation

ABILITIES, INC. OF FLORIDA, a Florida  
not-for-profit corporation

By \_\_\_\_\_

By \_\_\_\_\_

Attest: \_\_\_\_\_

Attest: \_\_\_\_\_