

700308

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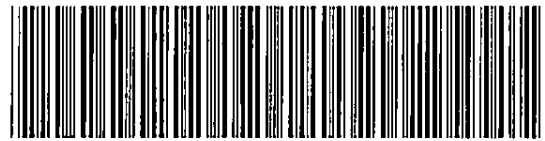
(Business Entity Name)

(Document Number)

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2025 JUN 24 PM 2:15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EASTERSEALS FLORIDA, 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:

Raymond L. Schumann

(Contact Person)

Cobb Cole

(Firm/Company)

231 N Woodland Blvd

(Address)

DeLand, FL 32720

(City/State and Zip Code)

For further information concerning this matter, please call:

Raymond L. Schumann

(Name of Contact Person)

At (386) 323-9272

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

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

Original

ARTICLES OF MERGER BETWEEN
EASTER SEALS FLORIDA, INC.
AND

EASTERSEALS NORTHEAST CENTRAL FLORIDA, INC.

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STATE

Pursuant to Section 617.1105, Florida Statutes, the following Articles of Merger are submitted to merge EASTER SEALS FLORIDA, INC., a Florida corporation not for profit ("Surviving Corporation"), and EASTERSEALS NORTHEAST CENTRAL FLORIDA, INC. a Florida corporation not for profit ("Merged Corporation").

ARTICLE I
MERGED CORPORATION

The exact name, jurisdiction, entity type and document number for the merged corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Easterseals Northeast Central Florida, Inc.	FL		Corporation Not for Profit

ARTICLE II
SURVIVING CORPORATION

The exact name, jurisdiction, entity type, and document number for the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Easter Seals Florida, Inc.	FL	700308	Corporation Not for Profit

ARTICLE III
NAME OF SURVIVING CORPORATION

As of the effective date of the filing of these Articles of Merger, the name of the Surviving Corporation shall be: EASTERSEALS FLORIDA, INC.

ARTICLE IV
PLAN OF MERGER

The Agreement and Plan of Merger is attached and was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 617, Florida Statutes.

**ARTICLE V
EFFECTIVE DATE**

The merger shall become effective on July 1, 2025 ("Effective Date").

**ARTICLE VI
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Attached hereto are approved and adopted Amended and Restated Articles of Incorporation for the Surviving Corporation for operation of the Surviving Corporation after the Effective Date.

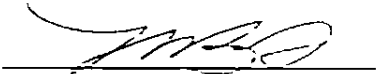
**ARTICLE VII
ADOPTION OF PLAN OF MERGER BY MERGED CORPORATION**

The Merged Corporation has no members and has 21 members of the Board of Directors. A majority of the Board of Directors of the Merged Corporation adopted the Agreement and Plan of Merger and these Articles of Merger on May 6, 2025.

**ARTICLE VIII
ADOPTION OF PLAN OF MERGER BY SURVIVING CORPORATION**

The Surviving Corporation has no members and has nine (9) members of the Board of Directors. A majority of the Board of Directors of the Surviving Corporation adopted the Agreement and Plan of Merger and these Articles of Merger on May 16, 2025.

**ARTICLE IX
SIGNATURE OF EACH CORPORATION**

<u>Name of Entity</u>	<u>Signature of an Officer/Manager</u>	<u>Typed/Printed Name & Title</u>
Merged Corporation		Melissa Burt Devries, Chairman
Surviving Corporation		Ronald N. Lambert, Chairman

**PLAN OF MERGER BETWEEN
EASTER SEALS FLORIDA, INC.
AND
EASTERSEALS NORTHEAST CENTRAL FLORIDA, INC.**

The following Plan of Merger, which was adopted and approved by EASTER SEALS FLORIDA, INC., a Florida corporation not for profit ("Surviving Corporation"), and EASTERSEALS NORTHEAST CENTRAL FLORIDA, INC., a Florida corporation not for profit ("Merged Corporation"), is being submitted in accordance with section 617.1101, Florida Statutes.

1. The name, jurisdiction, and document number for the Merged Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Easterseals Northeast Central Florida, Inc.	FL	

2. The name, jurisdiction, and document number for each of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Easterseals Florida, Inc.	FL	700308

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merged Entity shall be merged with and into the Surviving Entity, (ii) the Amended and Restated Articles of Incorporation of the Surviving Entity being filed with the Articles of Merger shall be the Articles of Incorporation of the Surviving Entity after the merger, and (iii) the Federal Employer Identification Number ("FEI") assigned to the Surviving Entity shall remain the FEI used for the Surviving Entity.

4. Neither the Merged Corporation nor the Surviving Corporation have memberships entitled to vote. The Board of Directors of the Surviving Corporation shall be as provided in the Amended and Restated Articles of Incorporation. The operations of the Surviving Corporation shall be controlled by the Amended and Restated Bylaws of the Surviving Corporation which were approved by the Merged Corporation and Surviving Corporation.

AMENDED AND RESTATED

FILED

ARTICLES OF INCORPORATION^{2025 JUN 24 PM 2:16}
OF

EASTERSEALS FLORIDA, INC.

A Florida not-for-profit corporation (formerly known as EASTER SEALS FLORIDA, INC., A Florida not-for-profit corporation)

(These Amended and Restated Articles of Incorporation amend and restate those certain Articles of Incorporation and a Certificate of Domicile for Service of Process for The Florida Society for Crippled Children and Adults, Inc. which were filed with the Florida Secretary of State on January 5 1960, and assigned Charter Number 700308, as the same have been amended from time to time.)

ARTICLE I
NAME

The name of this Corporation shall be: EASTERSEALS FLORIDA, INC.

ARTICLE II
DURATION

The duration of this Corporation is perpetual.

ARTICLE III
NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) (or other applicable law) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation, and no part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code (or other applicable law).

ARTICLE IV
PURPOSE

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable purposes, within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code), and within these restrictions, to engage in leading the way to full equity, inclusion, and access through life-changing disability and community services.

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**ARTICLE V
TAX EXEMPT STATUS**

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It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under section 501(a) of the Code (or other applicable law) as an organization described in Section 501(c)(3) of the Code (or other applicable law) and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar Law subsequently enacted. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

**ARTICLE VI
OPERATING ACTIVITIES**

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation won't retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation won't make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation won't make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 2010 Crosby Way, Winter Park, FL 32792 and the mailing address of the principal office of the Corporation is 2010 Crosby Way, Winter Park, FL 32792.

ARTICLE VIII REGISTERED AGENT

The name and address of the registered agent of the Corporation is Palmetto Charter Services, Inc., a Florida corporation, 149 S. Ridgewood Avenue, Suite 700, Daytona Beach, Florida 32114.

ARTICLE IX BOARD OF DIRECTORS

The future election or appointment of the Directors shall be as prescribed in the bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors are:

NAME

ADDRESS

Ronald N. Lambert, Chair	521 Meridale Avenue Orlando, FL 32803
Chaira Clatterbuck, First Vice Chair	5097 Blacknell Lane Sanford, FL 32771
Paul Schandel, Second Vice Chair	1540 Cornerstone Blvd., Suite 200 Daytona Beach, FL 32117
Robert Suchor, Treasurer	5255 Baskin Street Orlando, FL 32814
Karen Osborne, Immediate Past Chair	10881 SW Candlewood Rd. Port St. Lucie, FL 34987
Jessica Eagan, Secretary	2706 SW 7th Street Boynton Beach, FL 33435
Joe Kern	112 Kennison Drive Orlando, FL 32801
Rebecca Lewis	286 Caravelle Drive Jupiter, FL 33458
Cory Taylor	6822 Seminole Drive Orlando, FL 32812
Melissa DeVriese	1001 Broadway Avenue Ormond Beach, FL 32174
Holly Zitzka	One Daytona Blvd., Suite 600 Daytona Beach, FL 32114
Ray Schumann	One Daytona Blvd., Suite 600 Daytona Beach, FL 32114
Don Sciotto	300 Beach Street Daytona Beach, FL 32114
Edward R. Hanna,	22 Hughes Place, Apt # 1 Summit, NJ 07901
Roosevelt Harris	695 N. Clyde Morris Blvd. Daytona Beach, FL 32114
Sheryl Cook	150 S. Beach St. Daytona Beach, FL 32114

**ARTICLE X
DISSOLUTION**

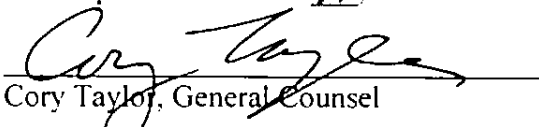
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

Law Office of Cory Taylor, P.A.
6822 Seminole Dr.
Orlando, FL 32812
Attention: Cory Taylor

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Amended and Restated Articles of Incorporation on June 11, 2025.


Cory Taylor, General Counsel

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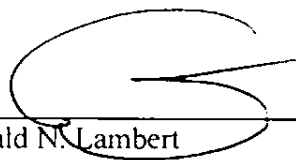
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

STATE
F.

Pursuant to Section 617.0501, Florida Statutes, EASTERSEALS FLORIDA, INC. hereby designates Palmetto Charter Services, Inc., a Florida corporation located at 149 S. Ridgewood Avenue, Suite 700, Daytona Beach, Florida 32114 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

EASTERSEALS FLORIDA, INC.

By

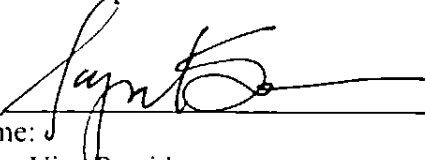

Ronald N. Lambert
Chairman of the Board

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as registered agent of EASTERSEALS FLORIDA, INC. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.,
a Florida corporation

By:


Name:
Title: Vice President