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1-9-15

FORSTER BOUGHMAN & LEFKOWITZ
THE WEALTH PROTECTION GROUP

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January 5, 2015

Via FedEx
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger and Plan of Merger
Merger of Tampa Area Safety Council, Inc. with and into
United Safety Council, Inc.

Dear Sir or Madam:

This law firm represents United Safety Council, Inc. with respect to the above-referenced merger transaction. At the request of our client, we submit for filing the enclosed original Articles of Merger with Plan of Merger, to have an effective date of January 10, 2015. Also enclosed herewith is the Division's standard cover letter (with a request for certified copy) and our firm's check in the amount of $78.75 to cover the filing fee and certified copy fee.

Please do not hesitate to contact me with any questions concerning this matter.

Sincerely,

Kathryn P. Jones

Kathryn P. Jones
For the firm

KPJ/
Enclosures
Cc: United Safety Council, Inc.
Gary A. Forster, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Safety Council, 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:

Kathryn P. Jones, Esq.
(Contact Person)

Forster Boughman & Lefkowitz
(Firm/Company)

2200 Lucien Way, Suite 405
(Address)

Maitland, Florida 32751
(City/State and Zip Code)

For further information concerning this matter, please call:

Kathryn P. Jones, Esq. At (407) 255-2055 x 109
(Name of Contact Person) (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 701472

The undersigned, TAMPA AREA SAFETY COUNCIL, INC., a Florida not-for-profit corporation ("TASC"), and UNITED SAFETY COUNCIL, INC., a Florida not-for-profit nonprofit corporation ("USC"), hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State. 702764

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ARTICLE I
Plan of Merger

A copy of the Plan of Merger is attached as **Exhibit "A"**.

ARTICLE II
Approval

The Plan of Merger was adopted by TASC at a meeting of its Board of Directors held on 11-19-2014, after the required notice was given, at which a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote was 12 in favor and 0 opposed. The number of directors in office is 26. TASC has no voting members.

The Plan of Merger was adopted by USC at a meeting of its Board of Directors held on December 16, 2014 after the required notice was given, at which a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote was 13 in favor and 0 opposed. The number of directors in office is 22. USC has no voting members.

ARTICLE III
Effective Date

The merger shall be effective on the later of the date the Articles of Merger are filed with the Florida Department of State or 12:01 AM on January 10, 2015 (the "Effective Date").

[Signature Page Follows]

EFFECTIVE DATE 1-10-15

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 18 day of December, 2014.

TAMPA AREA SAFETY COUNCIL, INC.
INC.

By: Paul Walen
Paul Walen, President

UNITED SAFETY COUNCIL,

By: Roy Reid
Roy Reid, President

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[Signature Page to Articles of Merger]

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EXHIBIT "A"

PLAN OF MERGER
OF
TAMPA AREA SAFETY COUNCIL, INC.
AND
UNITED SAFETY COUNCIL, INC.

This is a Plan of Merger between TAMPA AREA SAFETY COUNCIL, INC., a Florida not-for profit corporation ("TASC"), and UNITED SAFETY COUNCIL, INC., a Florida nonprofit corporation ("USC").

ARTICLE I
Constituent Corporations

The name of each constituent corporation is Tampa Area Safety Council, Inc., a Florida nonprofit corporation, and United Safety Council, Inc., a Florida nonprofit corporation.

ARTICLE II
Merger

Pursuant to Section 617.1107, Florida Statutes, TASC shall be merged into USC (the "Merger"). That certain Merger Agreement by and among USC and TASC dated December 18, 2014 (the "Merger Agreement") is hereby incorporated by reference into this Plan of Merger. If there is any conflict between this Plan of Merger and the Merger Agreement, the Merger Agreement shall control. There is no stock or other ownership interest in TASC or USC as of the Effective Time (defined below).

ARTICLE III
Surviving Corporation

USC shall be the surviving corporation of the Merger.

ARTICLE IV
Articles of Incorporation; Bylaws

The Articles of Incorporation of USC, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.

The Bylaws of USC, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.

The Articles of Incorporation and Bylaws of TASC as amended to date, as such shall be terminated as of the Effective Time (defined below) and thereafter be of no further force or effect.

ARTICLE V
Directors

Directors of USC immediately prior to the Merger shall continue to be all of the Directors immediately following the Merger; provided however, that a Director of TASC immediately prior to the Merger shall become a Director of USC immediately following the Merger.

ARTICLE VI
Assets and Liabilities

On the effective date of the Merger, the separate existence of TASC shall cease and USC shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of TASC shall, without further action, be vested in USC immediately following the Merger. Following the Merger USC shall be responsible for all liabilities and obligations of TASC. Any claim existing or action of proceeding pending against TASC may be continued as if the Merger did not occur or USC may be substituted for TASC in any such proceeding. Neither the rights of creditors nor any liens upon the property of TASC shall be impaired by the Merger.

ARTICLE VII
Effective Date

The Merger shall be effective on the later of the date the Articles of Merger are filed with the Florida Department of State or 12:01 AM on January 10, 2015 (the "Effective Time").

ARTICLE VIII
Abandonment

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of TASC or the Board of Directors of USC any time prior to the filing of the Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger on this _18_ day of _December_, 20_14_.

Tampa Area Safety Council Inc.

By: Paul Walen
Paul Walen, President

United Safety Council, Inc

By: Roy Reid
Roy Reid, President

[Signature Page to Plan of Merger]

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