

705432

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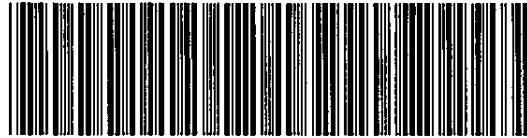
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EFFECTIVE DATE
10-1-14

14 AUG 21 PM 4:05
STATE DEPT OF STATE
DIVISION OF CORPORATIONS

C. LEWIS
AUG 26 2014
EXAMINER

MEMORANDUM

TO: SECRETARY OF STATE/DIVISIONS OF CORPORATIONS
FROM: ROY R. LUSTIG, ESQ.
Roy R. Lustig, P.A.
28 West Flagler Street
Suite 710
Miami, Florida 33130
Phone: (305) 371-4213
Fax: (305) 371-4259
Email: Roy@RLustig-law.com

SUBJECT: PLAN OF MERGER AND ARTICLES OF MERGER
DATE: AUGUST 20, 2014
CC: UNITED CEREBRAL PALSY OF BROWARD COUNTY,
INC.

Enclosed please find Plan of merger and the Articles of merger for United Cerebral Palsy of Broward County, Inc , as the surviving corporation and United Cerebral Palsy of Palm Beach & Mid Coast Counties, Inc, as the merging corporation.

Additionally, enclosed please find our office check in the amount of \$70.00 representing the filing fee and fee for a certified copy of same.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

(Not for profit corporation)

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The undersigned, being the president of UNITED CEREBRAL PALSY OF BROWARD COUNTY, INC., A Florida not for profit corporation and UNITED CEREBRAL PALSY OF PALM BEACH & MID-COAST COUNTIES, INC, a Florida not for profit corporation, hereby execute these articles of merger, pursuant to §§ 617.1105, Florida Statutes which shall be filed in the office of the Florida Department of State.

ARTICLE I

N40855

Plan of Merger

A copy of the plan of merger is attached hereto as Exhibit "A".

ARTICLE II

Approval

EFFECTIVE DATE
10-1-14

The plan of merger was adopted by UNITED CEREBRAL PALSY OF BROWARD COUNTY, INC, at a meeting of its directors held on October 30, 2013. There are no members to the organization. The number of directors in the organization is 22 and the vote was unanimously in favor of the merger.

The plan of merger was adopted by UNITED CEREBRAL PALSY OF PALM BEACH & MID-COAST COUNTIES, INC, at a meeting of its directors held on October 30, 2013. There are no members to the organization. The number of directors in the organization is 22 and the vote was unanimously in favor of the merger.

ARTICLE III

Surviving corporation

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The surviving corporation is United Cerebral Palsy of Broward County, Inc., a Florida not for profit corporation.

ARTICLE IV

Merging corporation

The merging corporation is United Cerebral Palsy of Palm Beach & Mid-Coast Counties, Inc., a Florida not for profit corporation.

N40855

ARTICLE V

Effective Date

The merger shall be effective on October 1, 2014.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on
October 30, 2013.

UNITED CEREBRAL PALSY OF
BROWARD COUNTY, INC., a
Florida not for profit corporation.

By 
Joseph A. Aniello, President

UNITED CEREBRAL PALSY OF
PALM BEACH & MID-COAST
COUNTIES, INC., a Florida not for
profit corporation.

By 
Joseph A. Aniello, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**PLAN OF MERGER
OF
UNITED CEREBRAL PALSY OF BROWARD COUNTY, INC.
And
UNITED CEREBRAL PALSY OF PALM BEACH & MID-COAST COUNTIES, INC.**

This is a plan of merger between UNITED CEREBRAL PALSY OF BROWARD COUNTY, INC., a Florida not for profit corporation and UNITED CEREBRAL PALSY OF PALM BEACH & MID-COAST COUNTIES, INC, a Florida nor for profit corporation in compliance with §617.1101, Florida Statutes.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is UNITED CEREBRAL PALSY OF BROWARD COUNTY, INC., a Florida not for profit corporation ("UCP Broward"); and UNITED CEREBRAL PALSY OF PALM BEACH & MID-COAST COUNTIES, INC., a Florida not for Profit Corporation (the UCP Palm Beach").

**ARTICLE III
Merger**

Pursuant to Florida Statutes§ 617.1101, UCP Palm Beach shall be merged into UCP Broward (the "merger").

**ARTICLE III
Surviving Corporation**

UCP Broward shall be the surviving corporation of the merger.

**ARTICLE IV
Articles of Incorporation**

The articles of incorporation, as amended, of UCP Broward in effect immediately before the merger shall continue shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

ARTICLES V
Directors and Officers

The directors and officers of UCP Broward immediately before the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE VI
Assets and Liabilities

On the effective date of the merger, October 1, 2014, the separate existence of UCP Palm Beach shall cease and UCP Broward without further action shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of UCP Palm Beach without further action shall be vested in UCP Broward immediately following the merger. Following the merger, UCP Broward shall be responsible for all liabilities and obligations of UCP Palm Beach. Any claim existing or action or proceeding pending against UCP Palm Beach may be continued as if the merger did not occur or UCP Broward may be substituted for UCP Palm Beach in any such proceeding. Neither the rights of creditors nor any liens on the property of UCP Palm Beach shall be impaired by the merger.

ARTICLE VII
Effective Date

The merger shall be effective when the articles of merger are filed with the Florida Department of State, or such other time specified in the articles of merger.

ARTICLE VIII
Abandonment

Notwithstanding anything contained in this plan to the contrary, this plan of merger may be terminated and abandoned by the board of directors of UCP Broward or the board of directors of UCP Palm Beach at any time before the filing of the articles of merger.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, this plan of merger has been executed by the
undersigned officers on October 30, 2013.

UNITED CEREBRAL PALSY OF
BROWARD COUNTY, INC., a
Florida not for profit corporation.

By 
Joseph A. Aniello, President

UNITED CEREBRAL PALSY OF
PALM BEACH & MID-COAST
COUNTIES, INC, a Florida not for
profit corporation.

By 
Joseph A. Aniello, President