

709951

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

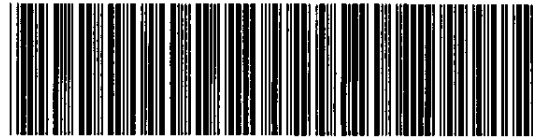
(Business Entity Name)

(Document Number)

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ELECTRONIC
7-1-14

06/27/14--01001--005 **26.25

06/04/14--01019--019 **43.75

merged

FILED
JUN 25 PM 3:58
TALLAHASSEE, FLORIDA

26.25

00678, 00738, 00671

*AKC
6/30/14*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, 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:

Roy R. Lustig, Esq

(Contact Person)

Roy R. Lustig, P.A.

(Firm/Company)

28 West Flagler Street, Suite 710

(Address)

Miami, Fl 33130

(City/State and Zip Code)

For further information concerning this matter, please call:

Roy R. Lustig, Esq.

(Name of Contact Person)

At (305) 371-4213

(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:

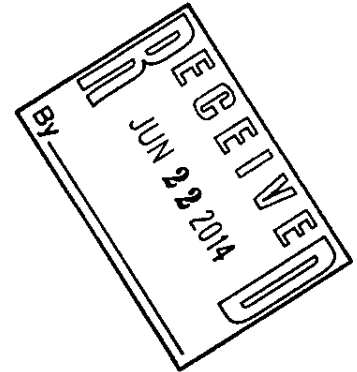
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations



June 18, 2014

Roy R. Lustig, Esq.
28 West Flagler St., Ste 710
Miami, FL 33130

SUBJECT: UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC.
Ref. Number: 705461

We have received your document for UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

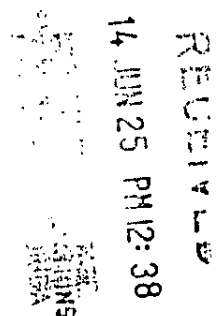
- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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.

Annette Ramsey
Regulatory Specialist II

Letter Number: 714A00013234



LIFE CENTER
7-1-14

ARTICLES OF MERGER

(Not for profit corporation)

FILED
2014 JUN 27 PM 3:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the president of **UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC., A Florida not for profit corporation**, and **HOPE CENTER, INC., a Florida not for profit corporation**, hereby executed 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

Plan of Merger

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

ARTICLE II

Approval

The plan of merger was adopted by UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, 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 HOPE CENTER, 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

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

ARTICLE IV

Merging corporation

The merging corporation is Hope Center, Inc., a Florida not for profit corporation.

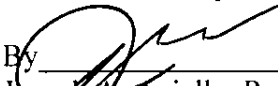
ARTICLE V

Effective Date

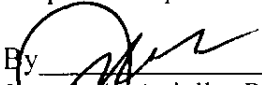
The merger shall be effective on July 1, 2014.

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

UNITED CEREBRAL PALSY
ASSOCIATION OF MIAMI, INC.,
a Florida not for profit corporation.

By 
Joseph A. Aniello, President

HOPE CENTER, INC., a Florida not
for profit corporation.

By 
Joseph A. Aniello, President

**PLAN OF MERGER
OF
UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC.
and
HOPE CENTER, INC.**

This is a plan of merger between UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC., a Florida not for profit corporation and the HOPE CENTER, INC, a Florida not for profit corporation in compliance with §617.1101, Florida Statutes.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC., a Florida not for profit corporation (“UCP”); and the HOPE CENTER, INC, a Florida not for Profit corporation (the “Hope Center”).

**ARTICLE III
Merger**

Pursuant to Florida Statutes§ 617.1101, the Hope Center shall be merged into UCP (the “merger”).

**ARTICLE III
Surviving Corporation**

UCP shall be the surviving corporation of the merger.

**ARTICLE IV
Articles of Incorporation**

The articles of incorporation, as amended, of UCP 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 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, July 1, 2014, the separate existence of Hope Center shall cease and UCP without further action shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of the Hope Center without further action shall be vested in UCP immediately following the merger. Following the merger, UCP shall be responsible for all liabilities and obligations of the Hope Center. Any claim existing or action or proceeding pending against Hope Center may be continued as if the merger did not occur or UCP may be substituted for the Hope Center in any such proceeding. Neither the rights of creditors nor any liens on the property of the Hope Center 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 or the board of directors of the Hope Center at any time before the filing of the articles of merger.

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

UNITED CEREBRAL PALSY
ASSOCIATION OF MIAMI, INC.,
a Florida not for profit corporation.

By 
Joseph A. Aniello, President

HOPE CENTER, INC., a Florida not
for profit corporation.

By 
Joseph A. Aniello, President