

708828

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

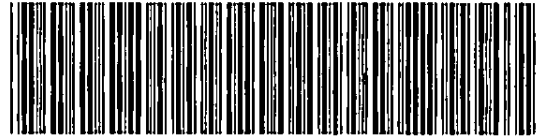
(Business Entity Name)

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A. RAMSEY

MAR 22 2022

*200789, 07015. 00524 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE ARC OF SOUTH 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:

Michael Faehner

(Contact Person)

Faehner PLLC

(Firm/Company)

301 Woodlands Parkway Suite 10

(Address)

Oldsmar, FL 34677

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael J. Faehner

(Name of Contact Person) At (727) 443 5190

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2022 MAR 14 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FL

February 18, 2022

MICHAEL FAEHNER
FAEHNER PLLC
301 WOODLANDS PARKWAY, SUITE 10
OLDSMAR, FL 34677 US

SUBJECT: THE ARC OF SOUTH FLORIDA, INC.
Ref. Number: 708828

We have received your document for THE ARC OF SOUTH FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please correct the name of the merging corporation to ARC South Florida Pooled Trust, Inc.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 022A00004086



March 11, 2022

301 Woodlands Pkwy., Suite 10
Oldsmar, Florida 34677

727.443.5180

faehner.law

Sent by regular mail

Annette Ramsey
Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

RE: The ARC of South Florida, Inc. Ref. Number: 708828

Dear Ms. Ramsey:

Please accept this letter in follow up to your February 18, 2022, letter regarding the merger of ARC South Florida Pooled Trust, Inc. into The ARC of South Florida, Inc.

Each of the above organizations is now active and current in filing its annual reports with the Department of State. As evidence we have enclosed the receipts to each organization for the annual report filings for 2022.

As requested, the Articles of Merger have been corrected to reflect the true legal identity of the merging corporation, ARC South Florida Pooled Trust, Inc.

We hope that this alleviates the issues with our prior submission, but please reach out to us if anything further is necessary in order for the merger to be filed with the Department.

Respectfully yours in cooperation.

/s/Michael J. Faehner

Michael J. Faehner, Esq.

Enclosures:

The ARC of South Florida, Inc. 2022 Annual Report Receipt
ARC of South Florida Pooled Trust, Inc. 2022 Annual Report Receipt
Revised Articles and Plan of Merger

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED
2022 MAR 14 PM 12:55
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE ARC OF SOUTH FLORIDA, INC.	FLORIDA	708828

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ARC OF SOUTH FLORIDA POOLED	FLORIDA	N06000009766
TRUST, INC.		

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on January 31, 2022. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on January 31, 2022. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
of the corporationTyped or Printed Name of Individual & Title

ARC SOUTH FLORIDA POOLED TRU:

Michael Messer

Michael E. Messer, President

THE ARC OF SOUTH FLORIDA, INC.

Gabriel Parra

Gabriel Parra, Executive Director

PLAN OF MERGER OF ARC SOUTH FLORIDA POOLED TRUST, INC., A FLORIDA NOT FOR PROFIT CORPORATION, INTO THE ARC OF SOUTH FLORIDA, INC., A FLORIDA NOT FOR PROFIT CORPORATION

The following plan of merger ("Plan of Merger") is hereby established in accordance with the Florida Not For Profit Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are **ARC SOUTH FLORIDA POOLED TRUST, INC.**, a Florida Not For Profit Corporation ("ARC TRUST") which shall merge into **THE ARC OF SOUTH FLORIDA, INC.**, a Florida Not For Profit Corporation ("ARC"). The corporation to survive the merger is ARC, which shall continue under the name **THE ARC OF SOUTH FLORIDA, INC.**, a Florida Not For Profit Corporation.

2. Terms and Conditions of Merger.

(A) Directors. The directors of ARC shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of ARC TRUST, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

Chairman of the Board- Sweeney Paul

Executive Director- Gabriel Parra

Secretary- Hilde Zamora

Director- Helen Salazar-Realini

Director- Michael E. Messer

Director – Andrew Gotchell

(E) Effective Date of Merger.

(1) The Plan of Merger shall be submitted to the respective directors and shareholders of

the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) The Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of ARC TRUST and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of ARC TRUST shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

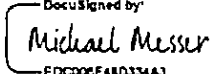
(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, ARC TRUST shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. ARC shall pay all expenses associated with this Plan of Merger.

3. Articles of Merger.

ARC TRUST and ARC shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting the Plan of Merger.

The following acknowledge that the above is a true and correct copy of a Plan of Merger adopted by the board of directors of **ARC SOUTH FLORIDA POOLED TRUST, INC.**, a Florida Not For Profit Corporation, on January 31, 2022 and by the board of directors of **THE ARC OF SOUTH FLORIDA, INC.**, a Florida Not For Profit Corporation on January 31, 2022.

DocuSigned by:

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ARC SOUTH FLORIDA POOLED TRUST, INC., a Florida Not for Profit Corporation
By Michael E. Messer, President

DocuSigned by:
Gabriel Parra
E536B9C01D0F40A

THE ARC OF SOUTH FLORIDA, INC., a Florida Not for Profit Corporation
By Gabriel Parra, Executive Director