

712789

VCA

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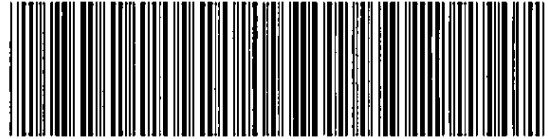
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SECRETARY OF STATE  
TALLAHASSEE, FL

# COPILEVITZ, LAM & RANEY

310 West 20th Street, Suite 300  
Kansas City, MO 64108  
816 472 9000  
clrkc.com

December 12, 2023

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: United States Law Enforcement Foundation, Inc. #712789

Dear Processor:

Enclosed please find the signed Articles of Merger for Domestic & Foreign Not for Profit Corporation, the Plan of Merger and the required filing fee of \$78.75 (\$35.00 filing fee for one merging corporation; \$35.00 for one surviving corporation plus \$8.75 for a returned certified copy of the documents) for United States Law Enforcement Foundation, Inc.

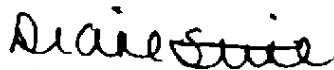
Please return evidence of filing to the following at your earliest convenience:

Greg Lam  
Copilevitz, Lam & Raney, PC  
300 W. 20<sup>th</sup> Street, Suite 300  
Kansas City, MO 64108

**Please note that we submitted the enclosed document along with the filing fee on September 26, 2023. I have included a copy of that submission. We submitted a second filing as Florida stated that they never received the filing previously sent.**

Thank you for your assistance regarding the enclosed filing. Should you have questions or concerns, please email Greg Lam at [greglam@clrkc.com](mailto:greglam@clrkc.com)

Very truly yours,



Diane Stine  
Paralegal  
For the Firm

Enclosures

**Articles of Merger  
For Domestic & Foreign Not for Profit Corporation**

In Compliance with Chapter 617, F.S., (Not for Profit)

The following articles of merger are submitted in accordance with the Florida No For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the Surviving Corporation is: United States Law Enforcement Foundation, Inc., a Florida not for profit corporation ("the Surviving Corporation").

**Second:** The name and jurisdiction of the Merging Corporation is: American Federation of Police and Concerned Citizens, Inc., a District of Columbia nonprofit corporation ("the Merging Corporation").

**Third:** The Plan of Merger is attached hereto.

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

**Fifth: Adoption of Merger by the Surviving Corporation:** 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 June 16, 2023. The number of Directors in office was four (4). The vote for the Plan of Merger was four (4) FOR zero (0) AGAINST.

**Sixth: Adoption of Merger by the Merging Corporation:** 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 June 16, 2023. The number of Directors in office was four (4). The vote for the Plan of Merger was four (4) FOR zero (0) AGAINST.

**Seventh: Signatures for Each of the Surviving Corporation and the Merging Corporation:**

American Federation of Police and Concerned Citizens, Inc.:

Chairman of the Board B.A. Shepherd Print Name/Title: Bert Shepherd, Exec. Sec./Treas.

United States Law Enforcement Foundation, Inc.:

Chairman of the Board [Signature] Print Name/Title: Barry Shepherd CEO

**PLAN OF MERGER**  
of  
**AMERICAN FEDERATION OF POLICE AND CONCERNED CITIZENS,**  
District of Columbia nonprofit corporation,  
  
with and into  
  
**UNITED STATES LAW ENFORCEMENT FOUNDATION, INC.**  
a Florida not for profit corporation

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TALLAHASSEE, FLA.

**ARTICLE I**  
**THE MERGER**

**I.1 The Parties.**

(a) The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is American Federation of Police and Concerned Citizens, Inc. (AFP), a District of Columbia nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is United States Law Enforcement Foundation, Inc. (USLEF), a Florida not for profit corporation described in Section 501(c)(3) of the Code.

**I.2 The Merger.** Subject to the terms and conditions set forth in this Agreement, and in accordance with the Florida Not For Profit Corporation Act (the "Florida Act") and the District of Columbia Nonprofit Corporation Act (the "DC Act"), upon the Effective Date of the Merger (as defined below), (a) the Merging Corporation shall merge with and into the Surviving Corporation, which shall survive the merger and continue to be a Florida not for profit corporation; (b) the separate existence and corporate organization of the Merging Corporation shall cease; and (c) the name of the Surviving Corporation shall United States Law Enforcement Foundation, Inc.

**I.3 Effective Date of the Merger.** At the closing of the Merger, the parties shall file or cause to be filed Articles of Merger in such manner and form as is required by, and executed in accordance with, the relevant provisions of the Florida Act and the DC Act, with the date of such filings being the "Effective Date of the Merger."

**I.4 Effects of the Merger.** Upon the Effective Date of the Merger, the Merger will have the effects set forth in the Florida Act and the DC Act. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date of the Merger, all the property, rights, privileges, immunities, powers, and purposes of AFP and USLEF shall be vested in the Surviving Corporation, and all debts, liabilities, obligations, and duties of AFP and USLEF shall be the debts, liabilities, obligations, and duties of the Surviving Corporation.

**ARTICLE II**  
**TERMS AND CONDITIONS**

**II.1 Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be amended and restated upon the Effective Date of the Merger to be the Restated Articles of Incorporation in the form attached hereto as Exhibit A, until thereafter changed or amended as provided therein or by applicable law.

**II.2 Board Approvals of Merger.** The Merger and this Plan of Merger have been approved by the Boards of Directors of the Merging Corporation and the Surviving Corporation.

(a) In accordance with Section 617.1103 of the Florida Act, the form of this Plan of Merger was duly adopted by resolution of a majority of the Board of Directors of the Merging Corporation at a special meeting on Sept. 11, 2023..

(b) In accordance with Section 29-409.04 of the DC Act, the form of this Plan of Merger was duly adopted by resolution of a majority of the Board of Directors of the Surviving Corporation at a special meeting on Sept. 12, 2023.

**II.3 Member Approvals of Merger.** Neither the Merging Corporation nor the Surviving Corporation has voting members. No member approval is required.

**II.4 Tax Consequences.** It is the express intent and purpose of this Plan of Merger that the Surviving Corporation shall continue to: (a) be an organization described in Section 501(c)(3) of the Code; and (b) be a tax-exempt organization within the guidance of Revenue Procedure 2018-15 and, more specifically, will carry out the same exempt purposes of both the Surviving Corporation and the Merging Corporation and will not obtain a new Taxpayer Identification Number.


**II.5 Additional Terms and Conditions.** The parties may enter into additional conveyances, documents, or other actions as necessary to carry out the provisions of this Plan of Merger.

**\*\*\*SIGNATURE PAGE FOLLOWS\*\*\***

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized, all of as the date first written above.

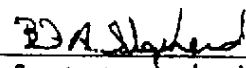
Merging Corporation:

**AMERICAN FEDERATION OF POLICE AND  
CONCERNED CITIZENS, INC.**

By:   
Name: Barry Shepherd  
Title: Exec. Dir.

Surviving Corporation:

**UNITED STATES LAW ENFORCEMENT  
FOUNDATION, INC.**

By:   
Name: Brent A. Shepherd  
Title: Exec. Dir. / Treasurer