

725245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

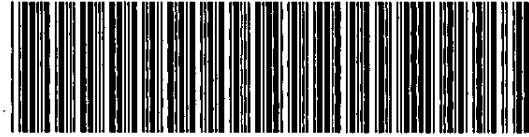
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900242948799

12/26/12--01018--008 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JAN 22 PM 2:30

Merger

JAN 22 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FLORIDA LEGAL SERVICES, 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 J FAEHNER, ESQ.

(Contact Person)

M FAEHNER ESQ LLC

(Firm/Company)

600 BYPASS DRIVE SUITE 208

(Address)

CLEARWATER, FL 33764

(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)

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



600 Bypass Drive, Suite 208
Clearwater, Florida 33764

T (727) 443-5190
F (727) 474-9949
www.mfaehner.com

January 18, 2013

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Ref Number: 725245
Entity Name: Florida Legal Services, Inc.
Letter Number: 613A00000758

Dear Sirs:

This law firm has the privilege of representing Florida Legal Services, Inc. in regard to the merger with Florida Institutional Legal Services Inc. We are in receipt of your letter dated January 10, 2013. Enclosed are revised documents that reflect the changes that your office has requested to the Plan of Merger. If it meets with your approval, we would ask that you accept it for filing.

If you have any questions, please give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael Faehner", written in a cursive style.

Michael Faehner, Esq.

Mjf/mjf



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2013

MICHAEL J. FAEHNER, ESQ.
M FAEHNER ESQ LLC
600 BYPASS DRIVE, SUITE 208
CLEARWATER, FL 33764

SUBJECT: FLORIDA LEGAL SERVICES, INC.
Ref. Number: 725245

We have received your document for FLORIDA LEGAL SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the Plan of Merger.

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.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 613A00000758

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JAN 22 PM 2:30

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)
<u>FLORIDA LEGAL SERVICES, INC.</u>	<u>FL</u>	<u>725245</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.</u>	<u>FL</u>	<u>744827</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 01 / 01 / 2013 (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).

(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 OCTOBER 19, 2012. The number of directors in office was 20. The vote for the plan was as follows: 17 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 October 11, 2012. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.

By Christopher Jones, Executive Director

FLORIDA LEGAL SERVICES, INC.,

By Kent Spuhler, Executive Director

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

FLORIDA LEGAL SERVICES, INC.

FL

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.,

FL

The terms and conditions of the merger are as follows:

SEE ATTACHED

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

NONE

Other provisions relating to the merger are as follows:

SEE ATTACHED

**PLAN OF MERGER OF FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.,
a Florida Not For Profit Corporation INTO FLORIDA LEGAL SERVICES, INC., a
Florida Not For Profit Corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are **FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.**, a Florida Not For Profit Corporation ("FILS") which shall merge into **FLORIDA LEGAL SERVICES, INC.**, a Florida Not For Profit Corporation ("FLS"). The corporation to survive the merger is, which shall continue under the name **FLORIDA LEGAL SERVICES, INC.**, a Florida Not For Profit Corporation.

2. Terms and Conditions of Merger.

(A) Directors. The directors of FLS shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting 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 FILS, 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:

President-Mary Anne De Petrillo

President Elect- A. Hamilton Cooke

Vice President- James Tucker

Secretary- Cleveland Ferguson, III

Treasurer-Diana Martin

(E) Effective Date of Merger.

(1) The Plan of Merger shall be submitted to the respective directors 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 FILS 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 FILS 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, FILS 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. FLS shall pay all expenses associated with this Plan of Merger.


3. Articles of Merger.

FILS and FLS 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 **FLORIDA INSTITUTIONAL LEGAL SERVICES, INC.**, a Florida Not For Profit Corporation, on ~~October 11, 2012~~ and by the board of directors of **FLORIDA LEGAL SERVICES, INC.**, a Florida Not For Profit Corporation on ~~October 19, 2012~~. *KB*
NOVEMBER 9,



FLORIDA INSTITUTIONAL LEGAL SERVICES, INC., a Florida Not for Profit Corporation
By Christopher Jones, Executive Director



FLORIDA LEGAL SERVICES, INC., a Florida Not for Profit Corporation
By Kent Spuhler, Executive Director