



1071 East 10th Street
Stuart, FL 34996
(561) 223-7800
Fax: (561) 288-2057

729335

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 14 PM 6:20

EFFECTIVE DATE
7/1/2001

May 4, 2001

Amendment Section
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

800004215958--4
-05/15/01--01006--001
*****78.75 *****78.75

RE: Merger of the Following Two Corporations -
Council of Aging of Martin County, Inc. EIN: 52-1007762 and
Council on Aging of Martin County Foundation, Inc. EIN: 65-0697326

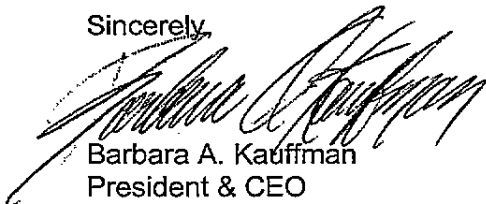
Dear Sirs:

Enclosed please find the following:

1. Articles & Plan of Merger
2. Check in the amount of \$78.75 (\$35.00 per corporation + \$8.75 for certified copy confirming receipt of filing)

Please do not hesitate to contact me at (561) 223-7801 should you have any questions or require further information in order to complete the filing for this merger.

Sincerely,



Barbara A. Kauffman
President & CEO

CC: Nicki Schoonover, Chairperson
COAMC, Inc. Board Members
COAMC Foundation, Inc. Board Members
COAMC Alliance Board Members

merger

V. SHEPARD MAY 21 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

**COUNCIL ON AGING OF MARTIN COUNTY FOUNDATION, INC., a Florida
corporation, N96000003478**

INTO

COUNCIL ON AGING OF MARTIN COUNTY, INC., a Florida entity, 729335

File date: May 14, 2001, effective July 1, 2001

Corporate Specialist: Velma Shepard

ARTICLES & PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 14 PM 6:21

Pursuant to Florida Statute 617.1101, the following Plan of Merger is proposed for the Council on Aging of Martin County, Inc. and the Council on Aging of Martin County Foundation, Inc.

Article I. The names of the corporations proposing to be merged are: Council on Aging of Martin County, Inc. and Council on Aging of Martin County Foundation, Inc. The surviving corporation will be, **EFFECTIVE DATE** COUNCIL ON AGING OF MARTIN COUNTY, INC. The terms and conditions of the proposed merger are as follows: 7/01/2001

- a. The Articles and By-laws of the Council on Aging of Martin County Foundation, Inc. will be abandoned.
- b. The Articles and By-laws of the Council on Aging of Martin County, Inc. will be the surviving documents. There are no changes to the Articles of Incorporation.
- c. All rights and responsibilities of the Foundation will be assumed and acknowledged by the Council on Aging of Martin County, Inc.
- d. By operation of Florida Statute 617.1106, all title to property vested in the corporate parties shall be vested in the surviving corporation without reversion or impairment.
- e. The surviving corporation, upon merger, shall be responsible and liable for all the liabilities and obligations of each corporation party to the merger.

Article II. This Plan of Merger will be presented to the Membership of each of the two (2) corporations for their consideration.

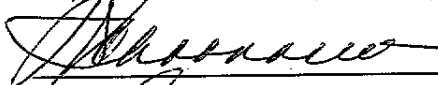
Article III. Upon approval by a majority of the Membership of each of the two (2) corporations, these Articles of Merger shall be executed and filed with the Department of State.

Article IV. The effective date of the merger will be July 1, 2001.

Adopted by the Membership of the Council on Aging of Martin County, Inc. Of a total of 4 members, 3 were present and the Articles & Plan of Merger was adopted by a vote of 3 to 0 on April 25, 2001.

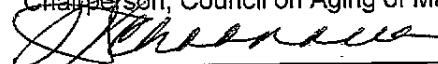
Adopted by the Membership of the Council on Aging of Martin County Foundation, Inc. Of a total of 4 members, 3 were present and the Articles & Plan of Merger was adopted by a vote of 3 to 0 on April 25, 2001.

Under penalties of perjury, I declare that I have examined this document and to the best of my knowledge and belief, it is true and correct, and complete.


Chairperson, Council on Aging of Martin County, Inc.

5/01/01

Date


Chairperson, Council on Aging of Martin County Foundation, Inc.

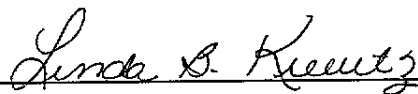
5/01/01

Date

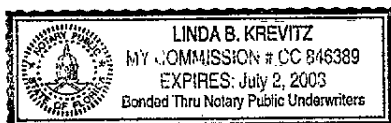
STATE OF FLORIDA, COUNTY OF MARTIN

Duly sworn before me on the 7 day of May, 2001.

By:



Notary Public



Commission Expires: 7/02/03