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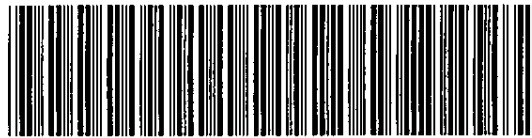
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 29 AM 9:41

EFFECTIVE DATE

March 31, 2012

merger
@ 3/30/12



GOULD COOKSEY FENNELL, P.A.

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ALLISON B. BENTLEY, LL.M.
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BRIAN J. CONNELLY
BYRON T. COOKSEY
TODD W. FENNELL, LL.M.
JONATHAN L. FITZGERALD, CPA
ANTHONY P. GUETTIER, LL.M.
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** FL. BOARD CERTIFIED
BUSINESS LITIGATION AND
CONSTRUCTION LAW

March 28, 2012

Via Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Abilities Resource Center of Indian River, Inc.
Ref. Number 12383-1

Dear Sir or Madam:

Enclosed please find Articles of Merger with attached Plan of Merger to merge Abilities Resource Center of Indian River, Inc. and Sun-up of Indian River, Inc., with Abilities Resource Center of Indian River County, Inc., being the surviving entity together with the filing fee of \$70.00.

Please return all correspondence concerning this matter and certified copy to:

Sandra G. Rennick, Attorney at Law
979 Beachland Blvd.
Vero Beach, FL 32963

For further information concerning this matter, please call my legal assistant, Stacy Horan, at 772-231-1100.

Very truly yours,

Sandra G. Rennick
SGR/slh
Enclosures

EFFECTIVE DATE

ARTICLES OF MERGER

March 31, 2012

Pursuant to Florida Statute **Section 617.1105**, the parties who are signatories to this Agreement wish to adopt a plan of merger. In support of such plan, the parties state the following:

ARTICLE I
Surviving Entity

The name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Abilities Resource Center of Indian River County, Inc. 1375 16 th Avenue Vero Beach, FL 32960	Florida	Non Profit Corporation

Florida Document/Registration Number: 733596; FEI Number: 59-1626205

ARTICLE II
Merging Party

The name, street address of its principal office, jurisdiction, and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sun-Up of Indian River, Inc. 2455 5 th Street SW Vero Beach, FL 32962	Florida	Non Profit Corporation

Florida Document/Registration Number: N94000001800; FEI Number: 650748943

ARTICLE III
Approval

The attached Plan of Merger meets the requirements of Florida Statute **Section 617.1101** and was approved by the Board of Directors of the non profit corporations that are a party to the merger in accordance with Florida Statute Chapter 617.

NO. 1102110

ARTICLE IV
Adoption of Merger by Surviving Corporation

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on MARCH 26, 2012. The number of directors in office was 10. The vote for the plan was as follows: 10 FOR 0 AGAINST.

ARTICLE V
Adoption of Merger by Merging Corporation

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on 3/21/12. The number of directors in office was 9. The vote for the plan was as follows: 9 FOR 0 AGAINST.

ARTICLE V
Authorization

The merger is permitted under the law of the State of Florida and is not prohibited by the Bylaws or Articles of Incorporation of any corporation that is a party to the merger.

ARTICLE VI
Effective Date

The merger shall become effective on March 31, 2012.

ARTICLE VII
Compliance with Laws

The Articles of Merger comply and were executed in accordance with the laws of the State of Florida

IN WITNESS WHEREOF, the parties hereunto set their hands to these Articles of Merger, the 27th day of March, 2012.

SUN-UP OF INDIAN RIVER, INC., a Florida non profit corporation, Merging Entity

By: Mary Beth Vallar
Print Name: MARY Beth Vallar
Title: Chairman of Board

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 29 AM 9:41

PLAN OF MERGER

This Plan of Merger is between **Abilities Resource Center of Indian River County, Inc.**, a Florida non profit corporation (the "Surviving Corp."), and **Sun-Up of Indian River, Inc.**, a Florida non profit corporation (the "Merging Corp."). The Surviving Corp. and the Merging Corp. are collectively referred to as the "Constituent Corporations". This Merger is being effected under this Plan of Merger ("Plan") in accordance with Section 617.1101 of Chapter 617 of the Florida Statutes titled, "Florida Not For Profit Corporations Act", together hereinafter referred to as (the "Acts").

1. Articles of Incorporation. The Articles of Incorporation and the Bylaws of Surviving Corp. in effect immediately before the effective date and time of the Merger: March 31, 2012 (the "Effective Date") shall, without any changes, be the Articles of Incorporation and Bylaws of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Rights to Acquire Interests, Shares, Obligations, or Other Securities of Merging Corp. There are no rights to acquire shares, interests, obligations, or any other securities of the Merging Corp. issued or outstanding.

3. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and Surviving Corp. shall be fully vested in Merging Corp.'s rights, privileges, immunities, purposes, powers, and franchises, both public and private, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1107 of the Florida Not For Profit Corporations Act.

4. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or officers of Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Department of State. On the closing and as provided in the Articles of Merger of which this Plan is a part, Merging Corp. and Surviving Corp. shall cause their respective officers and presidents (or vice presidents) to execute the Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State in accordance with Section 617.1105 of the Florida Not For Profit Corporations Act.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which are entitled to the benefit thereof by action taken by the Board of Directors or officers of such party, or may be amended or modified in whole or in part

at any time before the vote of the members of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 617.1103 of the Florida Business Corporations Act.

7. Termination. At any time before the filing of Articles of Merger, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of and officers of both Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations pursuant to Section 617.1103 of the Florida Business Corporations Act.

IN WITNESS WHEREOF, the parties hereunto set their hands to these Articles of Merger, the 27th day of March, 2012.

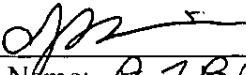
SUN-UP OF INDIAN RIVER, INC., a Florida non profit corporation, Merging Entity

By: Mary Beth Vallar
Print Name: MARY BETH VALLAR
Title: Chairman of Board

ABILITIES RESOURCE CENTER OF INDIAN RIVER COUNTY, INC., a Florida non profit corporation, Surviving Entity

By: AJ Brackins
Print Name: A J BRACKINS
Title: CHAIRMAN OF BOARD

**ABILITIES RESOURCE CENTER OF INDIAN
RIVER COUNTY, INC., a Florida non profit
corporation, Surviving Entity**

By: 
Print Name: A J BRACKINS
Title: CHAIRMAN OF BOARD