

739315

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MERGER OR SHARE EXCHANGE
THE ARC OF MARTIN COUNTY INC.

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**STATE OF FLORIDA
ARTICLES OF MERGER**

between

THE ARC OF MARTIN COUNTY INC.
a Florida not-for-profit corporation

and

THE ARC OF ST. LUCIE COUNTY, INC.
a Florida not-for-profit corporation

These Articles of Merger are submitted to merge the following Florida-Not-For Profit Corporations in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
THE ARC OF MARTIN COUNTY INC. (Document Number: 739315)	Florida	Not-For-Profit

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SECOND: The exact name, form/entity type and jurisdiction of the merging not-for-profit corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
THE ARC OF ST. LUCIE COUNTY, INC. (Document Number: 748100)	Florida	Not-for-Profit

THIRD: The plan of merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on January 1, 2023.

FIFTH: Adoption of Merger by Surviving Corporation:

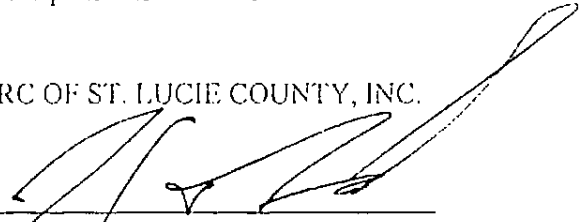
There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on August 30, 2022. The number of directors in office was eight (8). The vote for the plan was unanimous.

SIXTH: Adoption of Merger by Merging Corporation:

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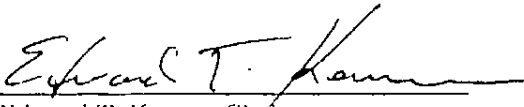
There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted unanimously by the board of directors on September 8, 2022. The number of directors in office was eight (8). The vote for the plan was unanimous.

THE ARC OF ST. LUCIE COUNTY, INC.

By: 
J. Curtis Boyd, President & Director

THE ARC OF MARTIN COUNTY INC.,

By: 
Keith W. Muniz, President & CEO

By: 
Edward T. Kemm, Chairman

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ED

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EXHIBIT A

PLAN OF MERGER

THE ARC OF ST. LUCIE COUNTY, INC.
a Florida not-for-profit corporation

with and into

THE ARC OF MARTIN COUNTY INC.
a Florida not-for-profit corporation

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This Plan of Merger (this "Plan") is entered into by and among THE ARC OF ST. LUCIE COUNTY, INC., a Florida not-for-profit corporation ("ASL"), and THE ARC OF MARTIN COUNTY INC., a Florida not-for-profit corporation ("AMC") on December 8, 2022. ASL and AMC are hereinafter collectively called the "Merging Entities."

WITNESSETH:

Whereas, the Merging Entities desire to merge, following which AMC shall be the surviving entity (the "Merger");

Whereas, Section 617.1101 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

Whereas, the Board of Directors of ASL and the Board of Directors of AMC deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action. There are no members of ASL or AMC.

Now, therefore, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Merging Corporation.* The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
THE ARC OF ST. LUCIE COUNTY, INC. (Document No.: 748100)	Florida	Not-for-Profit

2. *Surviving Corporation.* The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
THE ARC OF MARTIN COUNTY INC. (Document No.: 739315)	Florida	Not-for-Profit

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3. *Terms and Conditions.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

3.1 Upon January 1, 2023 and filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): (a) ASL shall be merged with and into AMC and AMC shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; (b) the separate existence of ASL shall cease; (c) AMC shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of ASL; and all property, real, personal, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to ASL shall be taken and deemed to be transferred to and vested in AMC without further act or deed; and (d) all corporate acts, plans, policies, contracts, approvals and authorizations of ASL and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of AMC and shall be as effective and binding thereon as the same were with respect to ASL.

If at any time after the Effective Time AMC shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in AMC, the title to any property or rights of ASL acquired or to be acquired by reason of, or as a result of, the Merger, ASL (or the proper officers and trustees of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *The Articles of Incorporation of AMC.* The Articles of Incorporation of AMC shall be the Articles of Incorporation of the Surviving corporation.

5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

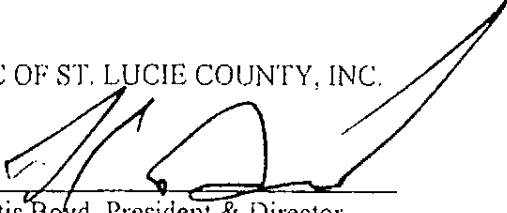
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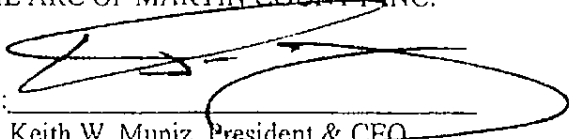
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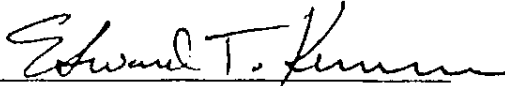
In Witness Whereof, the undersigned have caused their duly authorized officers to execute this Plan on December 8, 2022.

THE ARC OF ST. LUCIE COUNTY, INC.

By: 
J. Curtis Boyd, President & Director

THE ARC OF MARTIN COUNTY INC.

By: 
Keith W. Muniz, President & CEO

By: 
Edward T. Kemm, Chairman

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