

742945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

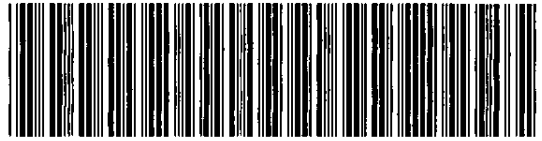
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12/12/08--01009--012 **43.75

02/23/09--01037--009 **35.00

FILED
2009 FEB 23 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

2-25-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Monroe Institute

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James E. Skeen

(Contact Person)

Skeen Law Offices

(Firm/Company)

258 East High Street

(Address)

Charlottesville, VA 22902

(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES E. SKEEN

(Name of Contact Person)

At (434) 293-9664

(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

SKEEN LAW OFFICES

QUEEN CHARLOTTE SQUARE

258 EAST HIGH STREET

CHARLOTTESVILLE, VIRGINIA 22902

JAMES E. SKEEN (VA, DC)
KEVEN B. PATCHETT (VA)

e-mail: skeenlaw@skeenlaw.com
www.skeenlaw.com

TELEPHONE:
(434) 293-9664
FACSIMILE:
(434) 293-6690

February 18, 2009

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

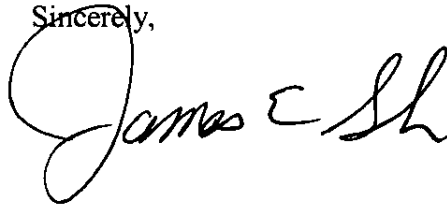
RE: The Monroe Institute

Dear Sir or Madam:

Enclosed is a check in the amount of \$35.00 made payable to Florida Department of State representing the additional fees due to complete the merger in connection with the above referenced matter. Also, enclosed is a copy of your letter to me dated December 18, 2008 along with the enclosures that were returned to me.

Should you have any questions or need any additional documents, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "James E. Skeen". The signature is fluid and cursive, with the first name "James" being the most prominent part.

James E. Skeen

JES/pm

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2008

JAMES E. SKEEN
SKEEN LAW OFFICES
258 E HIGH STREET
CHARLOTTESVILLE, VA 22902

SUBJECT: THE CENTRE, INC.
Ref. Number: 742945

We have received your document for THE CENTRE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2008 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is \$236.25. Add an additional \$8.75 for each certificate of status requested.

Please note that an additional \$61.25 must be submitted to cover the filing fee for the year 2008 if your reinstatement is not returned prior to December 31, 2008.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page; not to exceed \$52.50.

There is a balance due of \$35.00 to complete the merger filing.

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) 245-6925.

Teresa Brown

Regulatory Specialist II

Letter Number: 208A00060870

ARTICLES OF MERGER

(Not for Profit Corporations)

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>The Monroe Institute</u>	<u>Virginia</u>	<u></u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Centre, Inc.</u>	<u>Florida</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>	<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 / / (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)

FILED
2009 FEB 23 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 07/12/2008. The number of directors in office was 7. The vote for the plan was as follows: 7 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 07/12/2008. The number of directors in office was 7. The vote for the plan was as follows: 7 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

The Centre, Inc.

Frederick H. Atwater

Frederick (Skip) Atwater, President

The Monroe Institute

Frederick H. Atwater

Frederick (Skip) Atwater, President

PLAN OF MERGER

THIS PLAN OF MERGER has been jointly proposed by The Centre, Inc., a Florida nonstock corporation, and The Monroe Institute, a Virginia nonstock corporation, for approval by the Boards of Directors of each such corporation.

1. Entities to Merge. The Centre, Inc., a Florida nonstock corporation, will merge with The Monroe Institute, a Virginia nonstock corporation, and the surviving corporation shall be The Monroe Institute which shall remain a Virginia nonstock corporation.

2. Terms and Conditions of Merger.

A. Whereas The Centre, Inc. was incorporated under the laws of the State of Florida in 1978;

B. Whereas The Centre, Inc. obtained authorization to conduct business in the Commonwealth of Virginia in 1982; and

C. Whereas The Centre, Inc.'s primary offices and business have been located in the Commonwealth of Virginia since the early part of the 1980s.

D. Therefore, the primary purpose the proposed merger is to afford The Centre, Inc. status as a domestic Virginia corporation. Accordingly, the business, affairs, purpose and tax exempt status of The Centre, Inc. shall be maintained and conducted by The Monroe Institute in accordance with its governing documents.

3. Membership.

A. The Members, as defined in Section 617.01401(9) of the Florida Statutes, of the Centre, Inc consist only of those elected to be voting members of the Board of Directors by the Board of Directors. The Members and Directors of the Centre, Inc. are as follows:

Al Dahlberg

Brian Dailey

John Herschelman

Frederick (Skip) Atwater

Virginia Colburn

Darlene (Dar) Miller

George Griffith

B. The Monroe Institute is not, nor shall it become by virtue of the merger, a member organization.

C. Each of the Members of The Centre, Inc., whose names are set forth in paragraph 3(A) above, is and shall remain upon the completion of the merger a member of the Board of Directors of The Monroe Institute.

4. Governing Documents. The Monroe Institute's Articles of Incorporation and By-Laws in effect immediately prior to the consummation of the merger shall continue to govern the business and affairs of The Monroe Institute immediately following the completion of the merger without amendment or modification except as provided therein.