

744231

Florida Department of State  
Division of Corporations  
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((H20000331802 3)))



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MERGER OR SHARE EXCHANGE  
ABUSE COUNSELING AND TREATMENT, INC.

Certificate of Status	0
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SEP 23 2020

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**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>ABUSE COUNSELING AND TREATMENT, INC.</u>	<u>FLORIDA</u>	<u>744231</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>HUMAN TRAFFICKING AWARENESS PARTNERSHIPS, INC.</u>	<u>FLORIDA</u>	<u>N06000008315</u>
_____	_____	_____
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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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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**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 July 28, 2020. The number of directors in office was 14. The vote for the plan was as follows: 12 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 August 7, 2020. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 AGAINST

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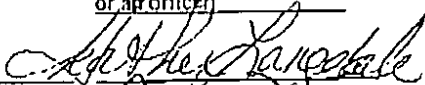
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

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

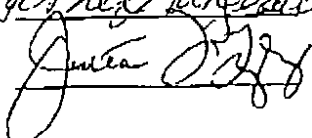
Typed or Printed Name of Individual & Title

ABUSE COUNSELING AND  
TREATMENT, INC.



HEATHER LANGDALE, PRESIDENT

HUMAN TRAFFICKING AWARENESS  
PARTNERSHIPS, INC.



JUDY LANGLEY, PRESIDENT

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## 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.

1. **Surviving Corporation.** The name and jurisdiction of the surviving corporation is Abuse Counseling and Treatment, Inc., a Florida not for profit corporation ("ACT"). ACT is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a private foundation within the meaning of Section 509(a) of the Code. ACT's purposes, as set forth in its Bylaws is, generally and primarily concerned with victims of domestic violence and sexual assault and their families without regard to race, color, creed, ethnic or national origin, religion, sex, sexual orientation, age, handicap, or marital status. ACT also routinely cooperates with other organizations, corporations, entities, groups and agencies concerned with victims of domestic violence and sexual assault and their families and survivors of human trafficking.

2. **Merging Corporation.** The name and jurisdiction of the merging corporation is Human Trafficking Awareness Partnerships, Inc., a Florida not for profit corporation ("HTAP"). HTAP is a tax-exempt organization under Section 501(c)(3) of the Code, and is not a private foundation within the meaning of Section 509(a) of the Code. HTAP's purpose, as set forth in its Bylaws, is to: (1) assist communities in establishing local cooperative coalitions, working groups or task forces with law enforcement agencies, service providers, community and faith-based groups, individuals and media to bring the issue of human trafficking to the forefront of public consciousness, developing working and supportive relationships among all parties to "identify, rescue and restore" victims in the communities; (2) to create an alliance of community coalitions regionally, nationally and internationally by bringing together individual groups and existing networks and to support and encourage education and research in the area of human trafficking; and, (3) to disseminate that information and for the HTAP to exercise all right, privileges and powers and have the benefit of all immunities as may be given to or enjoyed by, not for profit corporations organized under the Florida Not For Profit Corporations Act.

3. **Purpose of Merger.** Given the symbiotic nature of the entities' purposes, ACT and HTAP (collectively, the "Organizations" and individually, an "Organization") have decided to merge into one entity in order to consolidate their charitable efforts, reduce the total administrative costs of operating the Organizations, and generally to operate more efficiently.

4. **Terms and Conditions.** The terms and conditions of the merger are as follows:

(a) **Merger.** In accordance with the provisions of the Florida Not For Profit Corporation Act, HTAP shall merge with and into ACT (the "Merger"), the separate existence of HTAP shall cease, and ACT shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

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(b) Effective Date. The Merger shall become effective on the date the Articles of Merger and Plan of Merger are filed with the Florida Department of State (the "Effective Date").

(c) Effect of Merger. The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act.

(d) Board of Directors. The members of the Board of Directors of the Surviving Entity shall be as follows:

- John Agnew P.O. Box 60401  
Fort Myers, FL 33906
- Steve Chaipel P.O. Box 60401  
Fort Myers, FL 33906
- Alan Canfield P.O. Box 60401  
Fort Myers, FL 33906
- Cynthia Duff P.O. Box 60401  
Fort Myers, FL 33906
- Heather Langdale 9101 College Pointe Court  
Fort Myers, FL 33919
- Darren Wallace 1715 Monroe Street  
Fort Myers, FL 33901
- Kathleen Johnson 6326 Whiskey Creek, Suite A  
Fort Myers, FL 33919
- Doug Heffner P.O. Box 60401  
Fort Myers, FL 33906
- Barbara Siegel P.O. Box 60401  
Fort Myers, FL 33906
- Robert Bledsoe 6570 Cypress Lake Drive  
Fort Myers, FL 33908
- Sheba Abraham P.O. Box 60401  
Fort Myers, FL 33906
- Sara Qureshi 1715 Monroe Street  
Fort Myers, FL 33901
- William Staples P.O. Box 60401  
Fort Myers, FL 33906

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Francine Donnorummo

P.O. Box 60401  
Fort Myers, FL 33906

(e) Officers. The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

(f) Assets and Liabilities. The Surviving Entity shall assume all of the assets and liabilities of the Merging Corporation, as of the Effective Date.

(g) ARTREACH Project. The Surviving Entity shall continue to develop and establish policies and procedures for the continued promotion and sustainability of the ARTREACH Project ("Project"), which was previously developed by the Merging Corporation, as long as, such Project is practically feasible to be sustained by the Surviving Entity.

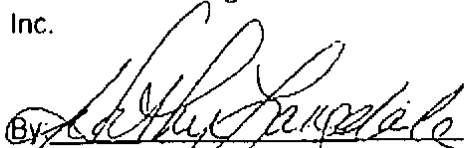
5. Approval. This Plan of Merger has been approved by: (i) a majority of the Board of Directors of ACT on July 28, 2020, with twelve (12) number of directors voting in favor, and zero (0) number of directors voting against; and, (ii) a majority of the Board of Directors of HTAP, on August 7, 2020, with four (4) number of directors voting in favor, and zero (0) number of directors voting against.

This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original instrument, and said counterparts shall constitute but one and the same instrument which may be sufficiently evidenced by one counterpart. Facsimile copies of executed documents or executed documents sent as a PDF attachment to an e-mail transmission, shall be deemed originals for all purposes.

The undersigned have caused this Plan of Merger to be made and entered into as of this 17<sup>th</sup> day of September, 2020.

Surviving Corporation:

Abuse Counseling and Treatment,  
Inc.

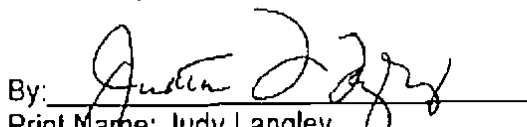
By: 

Print Name: Heather Langdale

Title: President

Merging Corporation:

Human Trafficking Awareness  
Partnerships, Inc.

By: 

Print Name: Judy Langley

Title: President