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10 MAY 27 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts JUN 10 11 2010



May 13, 2010

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

RE: 1) Merge Serenity House of Volusia, Inc. and Community Outreach Services, Inc.
2) Amend and Restate Articles of Serenity House of Volusia, Inc.

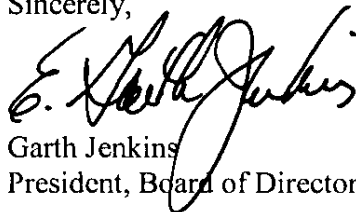
Enclosed please find the following, both for filing, effective July 1, 2010:

1. Original and one copy of Articles of Merger, together with attached Plan of Merger and exhibits thereto; and our check in the amount of \$78.75 in payment of the filing fee (\$70) and the fee for one certified copy (\$8.75);
2. Original and one copy of Amended and Restated Articles of Incorporation; and a check in the amount of \$43.75 in payment of the filing fee (\$35) and the fee for one certified copy (\$8.75).

Please provide the requested certified copies of the Articles of Merger and the Amended and Restated Articles at your earliest convenience.

Thank you.

Sincerely,



Garth Jenkins
President, Board of Directors/Community Outreach Services Inc.

☐ 245 South Amelia Avenue
DeLand, Florida 32724
(386) 736-0420
(386) 738-4838 Fax



United Way of
Volusia, Flagler Counties
Incorporated



☐ 610-D Deltona Boulevard
Deltona, Florida 32725
(386) 574-6669
(386) 574-3107 Fax

admin@corsfl.org
www.corsfl.org

EFFECTIVE DATE
7-1-10

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.

ARTICLE I – NAME AND JURISDICTION OF SURVIVING CORPORATION

The name, jurisdiction and document number of the surviving corporation (the “Surviving Corporation”) are as follows:

Name: Serenity House of Volusia Inc., a Florida not-for-profit corporation
Jurisdiction: Florida
Document Number: 744237

FILED
10 MAY 27 AM 11:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II – NAME AND JURISDICTION OF MERGING CORPORATION

The name, jurisdiction and document number of the merging corporation (the “Merging Corporation”) are as follows:

Name: Community Outreach Services Inc., a Florida not-for-profit corporation
Jurisdiction: Florida
Document Number: 718024

ARTICLE III – PLAN OF MERGER

The Plan of Merger between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit A (the “Plan of Merger”).

ARTICLE IV – EFFECTIVE DATE OF MERGER

The merger between the Surviving Corporation and the Merging Corporation (the “Merger”) shall become effective on July 1, 2010.

ARTICLE V – ADOPTION OF MERGER BY SURVIVING CORPORATION

The Board of Directors of the Surviving Corporation adopted the Plan of Merger on March 30, 2010. The number of Directors of the Surviving Corporation in office at the time of voting for the Plan of Merger was sixteen (16). The vote for the Plan of Merger was as follows:

_____ 15 _____ FOR (4 voted in support in absentia)

_____ 0 _____ AGAINST

_____ 1 _____ ABSENT/EXCUSED

ARTICLE VI – ADOPTION OF MERGER BY MERGING CORPORATION

The Board of Directors of the Merging Corporation adopted the Plan of Merger on March 18, 2010. The number of Directors of the Merging Corporation in office at the time of voting on the Plan of Merger was thirteen (13). The vote for the Plan of Merger was as follows:

_____ 10 _____ FOR

_____ 0 _____ AGAINST

_____ 3 _____ ABSENT/EXCUSED

[NO FURTHER TEXT ON THIS PAGE – SIGNATURES TO FOLLOW ON NEXT PAGE]

EXECUTED on April 13, 2010, by the Surviving Corporation and the Merging Corporation.

SURVIVING CORPORATION:

Serenity House of Volusia Inc.
a Florida not-for-profit corporation

By: 

Print Name: Gerard Keating

Title: Board President

MERGING CORPORATION:

Community Outreach Services Inc., a Florida not-for-profit corporation

By: 

Print Name: EGARTH JENKINS

Title: BOARD PRESIDENT

PLAN OF MERGER

On July 1, 2010 (the "Effective Date"), Serenity House of Volusia Inc (SH), a Florida not-for-profit corporation (the "Surviving Corporation"), whose address is P.O. Box 2196, Daytona Beach, Florida 31115-2196 and Community Outreach Services Inc.(CORS), a Florida not-for-profit corporation (the "Merging Corporation") whose address is 245 S. Amelia Ave., DeLand, Florida 32724 (the Surviving Corporation and the Merging Corporation are sometimes collectively referred to herein as the "Parties"), enter into this **PLAN OF MERGER** (the "Plan of Merger").

RECITALS

A. The Board of Directors of the Surviving Corporation (the "SH Board") and the Board of Directors of the Merging Corporation (the "CORS Board") have determined that the proposed transaction (the "Merger") is advisable and for the general welfare and advantage of the respective Parties; and

B. The SH Board and the CORS Board have each adopted a resolution approving this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

- 1. Incorporation of Recitals.** The foregoing Recitals are true and correct and are incorporated herein by this reference.
- 2. Closing.** The closing ("Closing"), of this Plan of Merger shall take place at the office of the Surviving Corporation on June 30, 2010 (the "Closing Date").
- 3. Merger of Corporations.** At the Closing, the Merging Corporation shall merge into the Surviving Corporation and the corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue under the revised name of the Surviving Corporation, Haven Recovery Center The Surviving Corporation shall become the owner, without other transfer, of all of the rights and property of the Merging Corporation and shall become subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.
- 4. Filing of Plan of Merger.** At or before the Closing, the Surviving Corporation shall file Articles of Merger and this Plan of Merger with the Secretary of State of the State of Florida.
- 5. Principal Office of Surviving Corporation.** Upon the Closing, the principal office and mailing address of the Surviving Corporation shall be as follows: 211 N. Ridgewood Ave, Suite 204, Daytona Beach, Florida 32114.
- 6. Registered Agent and Registered Office of the Surviving Corporation.** Upon the Closing, the registered agent of the Surviving Corporation shall be Gerard Keating, 318 Silver Beach Ave, Daytona Beach, FL. 32118 and the registered office of the Surviving Corporation shall be 211 N. Ridgewood Ave. Suite 204, Daytona Beach, FL 32114.
- 7. Articles of Incorporation of the Surviving Corporation.** Upon the Closing, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in its entirety in accordance with the attached Exhibit I.

Merger Plan Draft #4.10

Plan of Merger


Surviving Corporation
Initials


Merging Corporation
Initials

8. **Bylaws of the Surviving Corporation.** Upon the Closing, the Bylaws of the Surviving Corporation shall be amended and restated in its entirety ;

9. **Directors of the Surviving Corporation.** Upon the Closing, the directors of the Surviving Corporation shall be appointed as set forth in the By-Laws of the Merged Organization (collectively, the "Directors") as follows:

- (a) Gerard Keating
- (b) Garth Jenkins
- (c) Teresa Wright
- (d) Terry Chance
- (e) Andy Lyon
- (f) Beth Ann Bryant
- (g) Charles Bryant
- (h) Susan Clark
- (i) Joel Greenstein
- (j) Mavis Liddie
- (k) _____
- (l) _____
- (m) _____
- (n) _____
- (o) _____

10. **Officers of the Surviving Corporation.** Upon the Closing, the names and titles of the officers of the Surviving Corporation's Board of Directors shall be as follows:

- (a) _____ - Chairman
- (b) _____ - Vice Chairman
- (c) _____ - Secretary
- (d) _____ - Treasurer

11. Directors of the Surviving Corporation. Upon the Closing, the Directors shall be the sole members of the Surviving Corporation.

12. Notices.

(a) Any notice, request, demand, or communication required or permitted to be given by any provision of this Agreement shall be deemed to have been delivered, given, and received for all purposes if written and if (i) delivered personally, by facsimile, or by courier or delivery service, at the time of such delivery; or (ii) directed by registered or certified United States mail, postage and charges prepaid, addressed to the intended recipient, at the address specified above, two business days after such delivery to the United States Postal Service. Any party may change the address to which notices are to be mailed by giving notice as provided herein to all other parties.

13. Miscellaneous.

(a) **Entire Agreement.** This Plan of Merger, the exhibits, and the schedules, contain all of the terms and conditions agreed on by the Parties with reference to the subject matter and supersede all previous agreements, representations, and communications between the parties, whether written or oral. This Plan of Merger, including any exhibits and schedules hereto, may not be modified or changed except by written instrument signed by all of the Parties, or their respective successors or assigns.

(b) **Assignment.** This Plan of Merger shall not be assigned or assignable by any of the Parties without the express written consent of all other Party. This Plan of Merger shall inure to the benefit of and be binding on the Parties and their respective successors and assigns.

(c) **Captions.** All section, schedule, and exhibit headings are inserted for the convenience of the Parties and shall not be used in any way to modify, limit, construe, or otherwise affect this Plan of Merger.

(d) **Counterparts.** This Plan of Merger may be executed in several counter parts, each of which shall be deemed to be an original and which together shall constitute one and the same instrument.

(e) **Waiver.** The Parties may, by written notice to all other Parties, (i) extend the time for the performance of any of the obligations or other actions of any Party; (ii) waive any inaccuracies in the representations or warranties of any party contained in this Plan of Merger or in any document delivered under this Agreement; (iii) waive compliance with any of the covenants of the other Party contained in this Plan of Merger; or (iv) waive, in whole or in part, performance of any of the obligations of any Party. No action taken under this Plan of Merger, including, but not limited to, the consummation of the closing or any knowledge of or investigation by or on behalf of any Party, shall be deemed to constitute a waiver by the Party taking such action, possessing such knowledge, or performing such investigation of compliance with the representations, warranties, covenants, and agreements contained herein. The waiver by any Party of a breach of any provision of this Plan of Merger shall not operate or be construed as a waiver of any subsequent or similar breach.

(f) **Controlling Law.** This Plan of Merger has been entered into in the state of Florida and shall be governed by, construed under, and enforced in accordance with the laws of Florida.

(g) **Further Assurances.** The Parties shall use all reasonable efforts to bring about the transactions contemplated by this Plan of Merger as soon as practicable, including the execution and delivery of all instruments, assignments, and assurances, and shall take or cause to be taken such reasonable further or other actions necessary or desirable to carry out the intent and purposes of this Plan of Merger.

(h) **Attorneys' Fees.** In the event a lawsuit is brought to enforce or interpret any part of this Plan of Merger or the rights or obligations of any Party to this Plan of Merger, the prevailing Party shall be entitled to recover that Party's costs of suit and reasonable attorneys' fees through all appeals.

(i) **References to Plan of Merger.** The words "hereof," "herein," "here under," and other similar compounds of the word "here" shall mean and refer to the entire Plan of Merger and not to any particular section, article, provision, annex, exhibit, schedule, or paragraph unless so required by the context.

(j) **Schedules and Exhibits.** All schedules and exhibits shall be deemed an integral part of this Plan of Merger, and are incorporated into this Plan of Merger by reference.

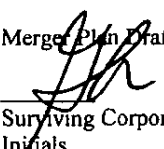
(k) **Venue.** Any litigation arising under this Plan of Merger shall be instituted only in the Florida Seventh Judicial Circuit Court located in Volusia, County Florida. All parties agree that venue shall be proper in that county for all such legal or equitable proceedings.

(l) **Severability.** Each section, subsection, and lesser section of this Plan of Merger constitute a separate and distinct undertaking, covenant, or provision. If any provision of this Plan of Merger shall be determined to be unlawful, that provision shall be deemed severed from this Plan of Merger, but every other provision of this Plan of Merger shall remain in full force and effect.

(m) **Rights in Third Parties.** Except as otherwise specifically provided, nothing expressed or implied in this Plan of Merger is intended, or shall be construed, to confer on or give any person, firm, or corporation, other than the Parties, any rights or remedies under or by reason of this Plan of Merger.

[NO FURTHER TEXT ON THIS PAGE – SIGNATURES TO FOLLOW ON NEXT PAGE]

Merger Plan Draft #4.10


Surviving Corporation
Initials

Plan of Merger


Merging Corporation
Initials

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

SURVIVING CORPORATION:

Serenity House of Volusia Inc.
a Florida corporation

By: Jh

Print Name: GERARD KEATING

Title: BOARD PRESIDENT

MERGING CORPORATION:

Community Outreach Services, Inc.
a Florida corporation

By: E. Smith Jenkins

Print Name: E SMITH JENKINS

Title: BOARD PRESIDENT

Merger Plan Draft #4.10

Plan of Merger


Jh
Surviving Corporation
Initials

ESJ
Merging Corporation
Initials

Exhibit I

The Amended and Restated Articles of Incorporation of the Surviving Corporation

Merger Plan Draft #4.10



Surviving Corporation
Initials

Plan of Merger



Merging Corporation
Initials

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SERENITY HOUSE OF VOLUSIA, INC.

Serenity House of Volusia, Inc., a non profit corporation, organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chairman of the Board, Gerard Keating, hereby certifies:

The directors of said corporation, at a meeting called and held on March 30, 2010 adopted the following resolution:

BE IT RESOLVED BY THE DIRECTORS OF SERENITY HOUSE OF VOLUSIA, INC., ORGANIZED AND EXISTING UNDER THE LAWS OF FLORIDA THAT SAID DIRECTORS DEEM IT ADVISABLE THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION BE AMENDED IN THEIR ENTIRETY SO AS TO READ AS FOLLOWS:

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SERENITY HOUSE OF VOLUSIA, INC.

ARTICLE I
Corporate Name

The name of this Corporation is Haven Recovery Center Inc.

ARTICLE II
Corporate Nature

This is a non profit Corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit laws set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Duration

The effective date of this resolution is July 1, 2010 and the term of existence of the corporation is perpetual.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.
- (b) The delivery of behavioral health services to the public, including but not limited to, the promotion of quality substance abuse and mental health treatment, prevention of substance abuse and mental illness, and a continuum of residential and community based services for effective treatment of substance use and mental health disorders.
- (c) To operate exclusively in any manner for such charitable, scientific and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
Management of Corporate Affairs

- (a) BOARD OF DIRECTORS: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation is fifteen (15) provided however that such number may be increased or decreased from time to time by resolution passed by the Board of Directors, provided, however, that such number shall never be less than seven (7).

Five of the newly-elected Directors shall be elected by the existing Board of Directors of Serenity House of Volusia, Inc and will serve until December 2011.

Five of the newly-elected Directors shall be elected by the existing Board of Directors of Community Outreach Services, Inc. and will serve through December 2011. The newly-elected officers shall jointly elect five (5) Directors of the Corporation who will serve through December 2011. All subsequent Director vacancies shall be filled by a majority vote of the Board of Directors of Haven Recovery Center.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken according to the Bylaws of this Corporation as adopted and amended from time to time.

CORPORATE OFFICERS: In conformance with its Bylaws, the Board of Directors shall elect the officers of the Corporation during a scheduled meeting of the governing Board.

ARTICLE VI Powers and Policy

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation and in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida, including but not limited to the power to:

- (a) Employ staff, contract for services, receive funds from both public and private sources, and perform other activities which are authorized for non profit corporations by the State of Florida.
- (b) Maintain such facilities intended to meet the purposes of the organization as setforth herein.

- (c) Abide by and conform to all of the applicable State and Federal laws, rules and regulations governing its activities.

ARTICLE VII
Earnings and Activities of Corporation

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishings or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VIII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX Board of Directors Membership

Directors shall abide by and conform to all applicable State and Federal rules and regulations and these Articles and the Bylaws of the Corporation.

- (a) The Corporation shall have one class of Directors. The rights and privileges of all Directors shall be equal. Each Director shall be entitled to one vote.
- (b) Directors must be residents of Volusia County or Flagler County, Florida and over the age of eighteen (18).
- (c) Directors must have demonstrated an interest in substance abuse and/or mental health education and treatment.

- (d) Membership as a Board Director may be terminated by a majority vote of the Directors.
- (e) Membership as a Board Director is non-transferable.
- (f) Upon the termination of Directorship the former Director shall have no rights in the Corporation.

ARTICLE X
Amendment of ByLaws

Subject to the limitations contained in the ByLaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the Director of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by following the procedure more particularly set forth in the Bylaws.

ARTICLE XI
Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational, scientific and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
Amendment of Articles

Amendments to these Articles of Incorporation may be adopted by majority vote of all members of the Board of Directors.

ARTICLE XIII
Indemnification of Officers and Directors

The Corporation is empowered to indemnify any officer or director, or any former officer or director pursuant to the provision of Section 617.0831 of the Florida Statutes, as amended from time to time.


At a regular meeting of the Corporation, held on March 30, 2010, the Directors of the Corporation approved the above Amended and Restated Articles of Incorporation by a majority vote.

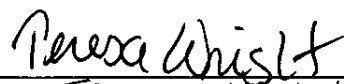
ARTICLE XIV
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address of the Corporation shall be 211 N. Ridgewood Ave, Suite 204, Daytona Beach, Florida 32114. The Principal Place of Business or the Mailing Address of the Corporation may be changed from time to time by a majority vote of the Directors. Upon a change of the Principal Place of Business or the Mailing Address of the Corporation, the Directors shall cause said change to be filed with the Florida Secretary of State Division of Corporations in a form and manner as prescribed by law.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its Chairman of the Board of Directors and its corporate seal to be hereunto affixed and attested by its Secretary, this 13th day of April 2010.

SERENITY HOUSE OF VOLUSIA INC.
a Florida not for profit corporation

By: 
Print Name: Gerard Keating
Board President

Attest: 
Print Name: Teresa Wright
Secretary



SERENITY HOUSE OF VOLUSIA, INC.

P.O. Box 2196 · Daytona Beach, FL 32115-2196

(386) 258-5050 ext. 16 · Fax: (386) 252-5725

Executive Director: Randy Croy

The date of adoption of the amendment(s) was: March 30, 2010

Effective date if applicable: July 1, 2010

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board of Directors.

Signature: _____

(By the chairman or vice chairman of the board, president or other officer – if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Gerard Keating

(Typed or printed name of person signing)

Board President

(Title of person signing)

FILING FEE: \$35

Funded in part by:

