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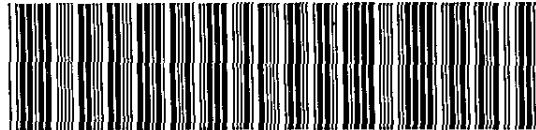
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FILED

05 JUN 16 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 16 2005

Merger with n/c

If you should need any more information please contact.

Karen Stover
352-255-9056

E. Karen Stover

Thank you

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 are:

Name

Jurisdiction

Foster Parents' Association of Lake County, Inc. Florida

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

Name

Jurisdiction

Lake County Foster Parent Association, Inc. Florida

_____	_____
_____	_____
_____	_____
_____	_____

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 in the future).

(Attach additional sheets if necessary)

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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 05/23/05. The number of directors in office was 5. The vote for the plan was as follows: 5 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 05/23/05. The number of directors in office was 5. The vote for the plan was as follows: 5 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Lake County Foster Parent Association of Lake County, Inc.	<i>[Signature]</i>	Debra Balentine Secretary LAKE CO FOSTER PARENT ASSOC.
Lake County Foster Parent Assoc Inc	<i>[Signature]</i>	Barbara Byrd Vice Pres.
Lake County Foster Parent Assoc Inc	<i>[Signature]</i>	Donald C Hines Vicepres.
Lake County Foster Parent Assoc Inc	<i>[Signature]</i>	Mary Ann Hartlerode Treasurer MARY ANN HARTLERODE
Lake County Foster Parent Assoc Inc	<i>[Signature]</i>	Edith Karen Stover President EDITH KAREN STOVER

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.

The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Foster Parents' Association of LAKE County Inc Florida

The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Lake County Foster Parent Association, Inc Florida

The terms and conditions of the merger are as follows:

The Foster Parent Association of Lake County, Inc was re-instated and Lake County Foster Parent Association, Inc will become one and the same. All members + Board of Directors will be the same Post for Profit and be same as above.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

see attached

Other provisions relating to the merger are as follows:

Statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows.

AMENDMENT TO ARTICLES OF
INCORPORATION OF FOSTER PARENTS ASSOCIATION OF LAKE COUNTY, INC.

ARTICLE I NAME
THE NAME OF THE THIS CORPORATION IS LAKE COUNTY FOSTER PARENTS
ASSOCIATION, INC.

ARTICLE II – PURPOSES

THE PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED ARE
EXCLUSIVELY CHARTITABLE, EDUCATIONAL, HUMANITARIAN AND
PHILANTHROPICAL, WITH IN THE MEANING OF SECTION 501 (C) (3) OF THE
INTERNAL REVENUE CODE OF 1954 OR THE CORRESPONDING PROVISION
OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS
CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT
PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM
FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL
REVENUE CODE OF 1954 OR THE CORRESPONDING PROVISION OF ANY
FUTURE UNITED STATES INTERNAL REVENUE LAW.

- A. TO WORK TOWARDS REALISTIC COMMUNICATIONS BETWEEN
FOSTER PARENTS AND BETWEEN FOSTER PARENTS AND THE
AGENCY.
- B. TO WORK TOWARDS INSTILLING AND INCREASING AN AWARENESS
INGOVERNMENTAL OFFICIALS AS TO THE NEED FOR IMPROVING
THE FOSTER CARE GROGRAM BY CONTINUALLY RE-EVALUATING
THE FOSTER CARE GROGRAM AND THE ADOPTION SUBSIDY FOR
FOSTER PARENTS IN TERMS OF BOARD RATES, ADEQUATE AGENCY
STAFF, AND PROVIDING NECESSARY SERVICES IN ORDERE THAT
FOSTER CHILDREN LIVE IN AS NOURISHING AND STIMULATING
ENVIRONMENT AS IS POSSIBLE.
- C. TO PROMOTE THE GENERAL WELFARE OF FOSTER, ADOPTED,
SHELTER CHILDREN, AND FOSTER/ADOPTED AND SHELTER
PARENTS, WHERE EVER THEY MAY BE.
- D. TO DEVELOP PORGRAMS IN BEHALF OF ABUSED, SHELTER AND
FOSTER CHILDREN, AND SHELTER AND FOSTER PARENTS.
- E. TO ADVISE AND AID FOSTER PARENTS IN THE SOLUTION OF THEIR
PROBEMS AND TO COORDIANTE EFFORS AND ACTIVITIES.

- F. TO DEVELOP A BETTER UNDERSTANDING OF THE PROBLEMS OF FOSTER PROGRAMS BY THE PUBLIC.
- G. TO COOPERATE WITH ALL PUBLIC, PRIVATE, AND RELIGIOUS AGENCIES AND PROFESSIONAL GROUPS, IN THE FURTHERANCE OF THESE ENDS.
- H. TO SOLICIT AND RECEIVE FUNDS FOR THE ACCOMPLISHMENT OF THE ABOVE PURPOSES.

ARTICLE III – MEMBERSHIP

THE MEMBERSHIP OF THIS CORPORATION SHALL CONSTITUTE ALL PERSON WHO WERE LAST IN GOOD STANDING AS MEMBERS OF FOSTER PARENTS ASSOCIATION OF LAKE COUNTY, INC., A NOT-FOR-PROFIT, TOGETHER WITH ALL PERSONS HEREINAFTER NAMED AS INCORPORATORS, OFFICERS AND DIRECTORS OF THIS CORPORATION, AND SUCH OTHER PERSONS WHO SHALL MEET THE FOLLOWING QUALIFICATIONS FOR MEMBERSHIP AND WHO SHALL BE ADMITTED, IN THE FOLLOWING MANNER: IN ORDER TO QUALIFY FOR MEMBERSHIP IN THIS CORPORATION, A PROSPECTIVE MEMBER MUST SUBMIT A SIGNED APPLICATION, AS PROSCRIBED BY THE BY-LAWS OF THE CORPORATION AND PAY SUCH ANNUAL DUES IN ADVANCE AS ARE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE IV – TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE, UNLESS IT SHALL BE DISSOLVED ACCORDING TO THE LAWS OF THE STATE OF FLORIDA.

ARTICLE V – INCORPORATORS

THE NAMES AND RESIDENCES OF EACH INCORPORATOR TO THESE ARTICLES OF INCORPORATION WILL BE FILED WITH THE STATE OF FLORIDA EACH YEAR TO INSURE CURRENT ACCURATE DATA.

ARTICLE VI- OFFICERS

1. THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, SUCH NUMBER OF VICE PRESIDENTS, A SECRETARY, A TREASURER, AND SUCH OTHER OFFICERS AS MAY BE PROVIDED FOR, IN THE BY-LAWS.
2. THE NAMES OF THE PERSONS WHO ARE TO SERVE AS OFFICERS OF THE CORPORATION ARE TO BE FILED WITH THE STATE YEARLY.
3. THE OFFICERS SHALL BE ELECTED AT THE ANNUAL MEETING OF THE BOARD OF DIRECTORS AS PROVIDED IN THE BY-LAWS.

ARTICLE – VII – BOARD OF DIRECTORS

1. THE BUSINESS AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE FIVE (5) DIRECTORS, INITIALLY. THE NUMBER OF THE DIRECTORS MAY BE INCREASED, OR DECREASED, FROM TIME TO TIME, BY THE BY- LAWS, BUT SHALL NEVER BE LESS THAN THREE (3).
2. THE BOARD OF DIRECTORS SHALL BE MEMBERS OF THE CORPORATION.
3. MEMBERS OF THE BOARD OF DIRECTORS SHALL BE ELECTED AND HOLD OFFICE IN ACCORDANCE WITH THE BY-LAWS.

ARTICLE VIII – BY-LAWS

1. THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL PROVIDE SUCH BY –LAWS FOR THE CONDUCT OF ITS BUSINESS AND THE CARRYING OUT OF ITS PURPOSES AS IT MAY DEEM NECESSARY, FROM TIME TO TIME.
2. UPON PROPER NOTICE, THE BY LAWS MAY BE AMENDED, ALTERED OR RESCINDED ONLY BY A MAJORITY VOTE OF THE MEMBERS OF THE CORPORATION PRESENT AND VOTING AT ANY REGULAR OR SPECIAL MEETING CALLED FOR THAT PURPOSE.

ARTICLE IX - AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED, ALTERED, OR RESCINDED ONLY BY A MAJORITY VOITE OF THE MEMBERS OF THE CORPORATION PRESENT AND VOITIG AT ANY SPECIAL MEETING CALLED FOR THAT PURPOSE.

ARTICLE X – DESIGNATION OF REGISTERED AGENT

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE AT 1300 NORTH DUNCAN DIRVE, TAVARES, FLORIDA 32778, OR SUCH OTHER PLACE AS MAY BE SELECTED BY THE BOARD OF DIRECTORS, WITH A MAILING ADDRESS OF POST OFFICE BOX 879, TAVARES, FLORIDA 32778 – 0879. THE INITIAL REGISTERED AGENT OF THIS CORPORATION SHALL BE EDITH KAREN STOVER; WHOSEADDRESS IS 22514 COUNTY ROAD 455, HOWEY-IN-THE-HILLS, FLORIDA 34737.

ARTICLE XI – NON-PROFIT STATUS

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSON, 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 II HEREOF. THIS CORPORATION SHALL BE AUTHORIZED TO EXERCISE THE POWERS PERMITTED TO CORPORATIONS UNDER CHAPTER 617 OF THE FLORIDA STATUTES, PROVIDED, HOWEVER, THAT THIS CORPORATION, IN EXERCISING ANY ONE OR MORE OF SUCH POWERS, SHALL DO SO IN FURTHERANCE OF THE EXEMPT PURPOSE FOR WHICH IT HAS BEEN ORGANIZED, AS DESCRIBED IN SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR ANY AMENDMENT THERETO.

ARTICLE XII – POWERS

IN ORDER TO PROMOTE THE PURPOSES OF THIS CORPORATION, IT MAY ACQUIRE BY GRANT, GIFT, PURCHASE, DEVISE OR BEQUEST, AND HOLD AND DISPOSE OF SUCH PROPERTY AS THE CORPORATION SHALL REQUIRE FOR THE BENEFIT OF THE MEMBERS AND NOT FOR PECUNIARY PROFIT.

ARTICLE XIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

UPON DISSOLUTION OF THIS ORGANIZATION OF ALL OF ITS ASSETS REMAINING AFTER PAYMENT OF ALL COSTS AND EXPENSES OF SUCH DISSOLUTION SHALL BE DISTRIBUTED TO ORGANIZATIONS WHICH HAVE QUALIFIED FOR EXEMPTION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE, AND NONE OF THE ASSETS WILL BE DISTRIBUTED TO ANY MEMBER, OFFICER, OR TRUSTEE OF THIS ORGANIZATION. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE FIFTH JUDICIAL CIRCUIT OF FLORIDA, IN AND FOR LAKE COUNTY, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.