

768894

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE STARability Foundation, Inc.

Certificate of Status	0
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APR 2 2024

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ARTICLES OF MERGER
(Not for Profit Corporations)

2024 MAR 29 AM 11:30

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Starability Foundation, Inc.	Florida	768894

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Southwest Florida Music Education Center, Inc.	Florida	N19000008874 (merging corp)

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 February 29, 2024. The number of directors in office was 2. The vote for the plan was as follows: 2 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 February 29, 2024. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR _____ AGAINST.

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Seventh: SIGNATURES FOR EACH CORPORATION

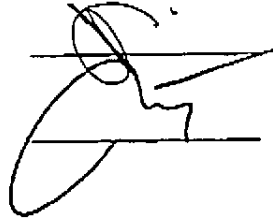
Name of Corporation

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

Type or Printed Name of Individual & Title

Stability Foundation, Inc.

Southwest Florida Music Education Center, Inc.

A handwritten signature in black ink, appearing to be "Jeffrey Maconaghy", is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long horizontal stroke extending to the right.

Jeffrey Maconaghy, Chairman of the Board

Jerry Starkey, Director and Authorized Agent

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 28th day of March, 2024, by and between STARability Foundation, Inc., a Florida not-for-profit corporation (sometimes referred to herein as "STARability" or the "Surviving Corporation"), and Southwest Florida Music Education Center, Inc., a Florida not-for-profit corporation (sometimes referred to herein as "SWFMEC" or the "Merging Corporation").

Background

A. STARability is engaged in providing persons that have intellectual and development disabilities with vocational training, continuing education, teamwork, social engagement and community involvement.

B. SWFMEC was established to provide neuro-divergent young adults, who are musically talented, post-secondary music education classes. In August 2023 SWFMEC ceased operating its Berklee music program and its directors decided to liquidate or merge with another organization that may carry on with its mission.

C. The respective directors of STARability and SWFMEC have determined that their missions are compatible and that is in their respective best interests to merge.

D. SWFMEC desires to merge with and into the STARability (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida

E. The directors of the Surviving Corporation and the Merging Corporation desire to approve and adopt this Plan of Merger.

NOW THEREFORE, in consideration of the foregoing background recitals and the mutual promises and covenants contained herein, which are incorporated into this Plan of Merger by reference, and for other good and valuable consideration, the Merging Corporation and the Surviving Corporation do hereby covenant and agree as follows:

1. Merger. Upon the Effective Date (as defined in Section 7 below), SWFMEC shall be merged with and into STARability. The Surviving Corporation shall continue to be governed by the laws of the State of Florida, and the separate existence of SWFMEC shall cease forthwith upon the Effective Date.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation of STARability and the Bylaws of STARability on the Effective Date shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation.

3. Directors. The directors of STARability on the Effective Date shall be the directors of the Surviving Corporation for the terms elected and until their respective successors shall have been elected and qualified in accordance with the Bylaws of the Surviving Corporation. Additionally, the Surviving Corporation shall select two additional directors to its Board from the Board of the Merging Corporation, subject to the terms and conditions of the Surviving Corporation's Bylaws.

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4. Officers. The officers of STARability on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the Bylaws of the Surviving Corporation and as otherwise provided by law.
5. Effects of Merger. The effect of the Merger on the Effective Date shall be as follows:
- (a) The Merging Corporation merges into the Surviving Corporation and the separate existence of the Merging Corporation shall cease to exist and the Surviving Corporation shall continue its existence.
 - (b) The title to all real estate and other property, or any interest therein, owned by each of the Merging Corporation and the Surviving Corporation, each a party to the Merger, is vested in the Surviving Corporation without reversion or impairment.
 - (c) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations for the Merging Corporation and the Surviving Corporation both parties to the Merger.
 - (d) Any claim, existing action, or proceeding pending by or against the Merging Corporation or the Surviving Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation which ceased existence.
 - (e) Neither the rights of creditors nor the liens upon the property, if any, of the Merging Corporation and the Surviving Corporation, both parties to the Merger, shall be impaired by such Merger.
6. Amendment. Notwithstanding approval of this Plan of Merger by the directors of both the Surviving Corporation and the Merging Corporation, the directors of each Corporation may amend this Plan of Merger by written agreement of both parties, at any time prior to the Effective Date.
7. Effective Date of Merger. As soon as practicable after this Plan of Merger has been duly adopted by the directors of STARability and SWFMEC, the Articles of Merger shall be filed with the Florida Secretary of State. The Merger of STARability and SWFMEC shall be effective on the date of filing.
8. Termination. Notwithstanding approval of this Plan of Merger by the directors of the Surviving Corporation and the Merging Corporation, the Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by either of the directors of STARability or SWFMEC in accordance with the Agreement to Merge between the Surviving Corporation and the Merging Corporation dated January 17, 2024 ("the Agreement to Merge").
9. Miscellaneous. This Plan of Merger shall also be subject to the terms of the Agreement to Merge. The two documents are to be read in conjunction with each other, in the event of a conflict the Agreement to Merge shall control. This 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.

SIGNATURES ARE ON THE FOLLOWING PAGE

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APR. 1. 2024 2:20PM


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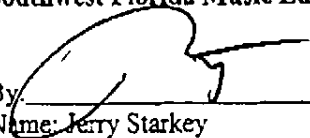
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IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by its directors, has caused this Plan of Merger to be executed by its duly authorized agents, as of the date and year first above written.

STARability Foundation, Inc.

By: 
Name: Jeffrey MacDonaghy
Title: Chairman of the Board

Southwest Florida Music Education Center, Inc.

By: 
Name: Jerry Starkey
Title: Authorized Person