

F05000004957

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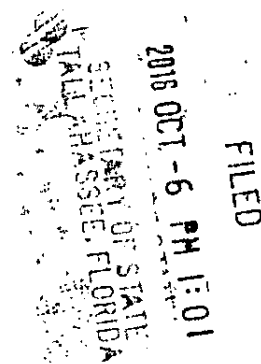
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Amend*

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A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COUNCIL FOR SECULAR HUMANISM, INC.

Name of Corporation

DOCUMENT NUMBER: F05000004957

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAUL PAULIN

Name of Contact Person

CENTER FOR INQUIRY, INC.

Firm/Company

3965 RENSCH ROAD

Address

AMHERST, NY 14228

City/State and Zip Code

PPAULIN@CENTERFORINQUIRY.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PAUL PAULIN

at (716) 636-4869 EXT 330

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(Pursuant to s. 617.1504, F.S.)

F05000004957

(Document Number of Corporation (If known))

(Name of corporation as it appears on the records of the Department of State)

(Incorporated under laws of)

(Date authorized to conduct affairs in Florida)

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

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.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of the chairman or vice chairman of the board, president, or other officer -
if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

THOMAS FLYNN

(Typed or printed name of the person signing)

SECRETARY

(Title of person signing)

CERTIFICATE OF MERGER

OF

Center for Inquiry, Inc., Council for Secular Humanism, Inc., and Committee for Skeptical Inquiry, Inc. (originally named CSICOP, Inc.) into Council for Secular Humanism, Inc.

Under Section 904 of the Not-for-Profit Corporation Law

The undersigned, Thomas W. Flynn, being the Secretary of the Corporation of Center for Inquiry, Inc., Thomas W. Flynn, being the Secretary of the Council for Secular Humanism, Inc., and Thomas W. Flynn, being the Secretary of the Committee for Skeptical Inquiry, Inc. (originally named CSICOP, Inc.), said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

1. The names of the constituent corporations are Center for Inquiry, Inc., Council for Secular Humanism, Inc. (formed under the name of CODESH, INC.), and Committee for Skeptical Inquiry, Inc. (formed under the name of CSICOP, Inc.) The name of the surviving corporation is Council for Secular Humanism, Inc.

2. The membership and holders of certificates evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

Center for Inquiry, Inc. (CFI), Committee for Skeptical Inquiry, Inc. (originally named CSICOP, Inc.) (CSI) and Council for Secular Humanism, Inc. (CSH) do not have any members or any holders of certificates evidencing capital contributions or subventions.

3. The amendments or changes in the certificate of incorporation of the surviving corporation to be effected by the merger are:

Paragraph One of the Certificate of Incorporation, which sets forth the corporation name is hereby amended to read as follows: Center for Inquiry, Inc.

Paragraph Three of the Certificate of Incorporation of the Corporation, which sets forth the purposes of the Corporation is hereby amended to add the following new subparagraphs (a) through (o) to read as follows:

(a) To establish an organization that will promote science, reason, freedom of inquiry, and humanist values, including through inquiry into the principles of secular humanism and scientific investigation and scholarly research into controversial and extraordinary claims;

(b) To develop a network of critical inquirers from all concerned academic disciplines to study and evaluate claims of religion and other controversial or extraordinary claims, including claims of fringe science;

(c) To support and encourage research, by scientific methodology and scholarly analysis, into controversial and extraordinary claims, including claims of fringe science and claims of paranormal phenomena;

(d) To support and encourage research and analysis by appropriate philosophical or scientific methods and scholarly analysis into the claims of religion;

(e) To prepare, compile, edit, and publish on a not-for-profit basis, scholarly journals which will comment upon extraordinary and controversial claims, including claims of fringe science, and upon secular humanism and religion, to encourage and assist public awareness and discourse regarding the same;

(f) To otherwise publicize to the public, media, and interested scholars and scientists the work of the organization and its associated scholars and scientists, including, but not limited to, the publication of books or monographs and the dissemination of announcements, reports, articles, and essays in digital form;

(g) To convene conferences and symposia from time-to-time;

(h) To organize, support, and collaborate with affiliated local groups who support the mission and work of the Corporation;

(i) To provide, conduct, sponsor and promote programs, projects, research and activities as may be deemed appropriate in the discretion of the Board of Directors of the Corporation to support the activities and purposes of the Corporation;

(j) To enter into, make and perform contracts of a sort and description necessary to the activities of the Corporation with any person, firm, association, corporation, body politic or government;

(k) To acquire, purchase, hold, manage, sell, exchange, and distribute funds or property, including, but not limited to, real property, as may be deemed appropriate in the discretion of the Board of Directors of the Corporation to support the activities and purposes of the Corporation;

(l) To accept, receive, solicit, hold, invest, reinvest and administer gifts, legacies, bequests, devises, funds, benefits of and trusts, money or property of any sort or nature, without limitation as to amount or value, for the purposes hereinabove mentioned; to hold, control, manage and, subject to the provisions of the Not-For-Profit Corporation Law, sell and exchange the same; to invest and reinvest the same and the proceeds

thereof and to collect and receive the same and the proceeds thereof and to collect and receive the income and profits therefore and therefrom;

(m) To act as Executor of a decedent's estate;

(n) No substantial part of the activities of this corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign or on behalf of any candidate for public office;

(o) As a means of accomplishing the foregoing purposes, the Corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law of the State of New York and, in general, is authorized to exercise such powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

4. The certificate of incorporation of Center for Inquiry Inc. was filed by the Department of State on the 26th day of January, 1998.

The certificate of incorporation of Council for Secular Humanism, Inc. was filed by the Department of State on the 8th day of May, 1980.

The certificate of incorporation of Committee for Skeptical Inquiry, Inc. (originally named CSICOP, Inc.) was filed by the Department of State on the 9th day of November, 1978.

5. The merger was authorized with respect to Center for Inquiry Inc. in the following manner:

Center for Inquiry Inc. having no members, the merger was deemed approved when a plan of merger was adopted by the board of Center for Inquiry Inc. at a meeting on September 17, 2014 by unanimous vote of the directors present at the time of the vote, a quorum being present at such time.

The merger was authorized with respect to Council for Secular Humanism, Inc. (originally named CSICOP, Inc.) in the following manner:

Council for Secular Humanism, Inc. having no members, the merger was deemed approved when a plan of merger was adopted by the board of Council for Secular Humanism, Inc. at a meeting on September 17, 2014 by unanimous vote of the directors present at the time of the vote, a quorum being present at such time.

The merger was authorized with respect to Committee for Skeptical Inquiry, Inc. in the following manner:

Committee for Skeptical Inquiry, Inc. having no members, the merger was deemed approved when a plan of merger was adopted by the board of Committee for Skeptical Inquiry, Inc. at a

meeting on September 17, 2014 by unanimous vote of the directors present at the time of the vote, a quorum being present at such time.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, signed this certificate and hereby affirm it as true under the penalties of perjury this 5th day of January, 2015.

Center for Inquiry, Inc.

by:



Thomas W. Flynn
Secretary

Committee for Skeptical Inquiry, Inc.
(originally named CSICOP, Inc.)

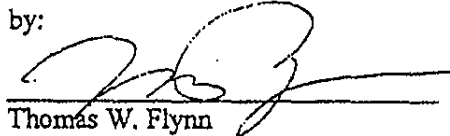
by:



Thomas W. Flynn
Secretary

Council for Secular Humanism, Inc.

by:



Thomas W. Flynn
Secretary

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STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

RIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
BUFFALO REGIONAL OFFICE

Telephone: (716) 853-8480

December 24, 2014

Bruce D. Reinoso, Esq.
Magavern Magavern Grimm, LLP
1100 Rand Building,
14 Lafayette Square
Buffalo, New York 14203

Re: Merger of Center For Inquiry, Inc., Committee For Skeptical Inquiry, Inc. and
Council For Secular Humanism, Inc.

Dear Mr. Reinoso:

Enclosed please find the original Attorney General Approval of the Plan of Merger of Center for Inquiry, Inc. ("CFI") and Committee for Skeptical Inquiry, Inc. ("CSI") into Council for Secular Humanism, Inc. ("CSH"), and the filing of the Certificate of Merger of the three entities providing for the renaming of the surviving corporation, CSH, as Center for Inquiry, Inc. Please provide this office with a copy of the receipt from the Department of State confirming the filing of the Certificate of Merger with that agency.

Please be advised that CFI and CSI will have to file final reports with our Charities Bureau so that their registration files can be closed. If you have any question, please feel free to contact me at the above number.

Thank you for your cooperation in this matter.

Very truly yours,

WILLIAM D. MALDOVAN
Assistant Attorney General

WDM/

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF ERIE

In the Matter of the Application of:

CENTER FOR INQUIRY, INC., COMMITTEE
FOR SKEPTICAL INQUIRY, INC. and COUNCIL
FOR SECULAR HUMANISM, INC.

ATTORNEY GENERAL
APPROVAL

For Approval of Their Plan of Merger Under :
Section 907-b of the Not-for-Profit Corporation Law
and Authorizing the Filing of a Certificate of Merger
under Section (904/906) of the Not-for-Profit
Corporation Law

OAG No.

1. By Petition verified on October 27, 2014, CENTER FOR INQUIRY, INC., COMMITTEE FOR SKEPTICAL INQUIRY, INC. and COUNCIL FOR SECULAR HUMANISM, INC. applied to the Attorney General pursuant to Article 9 of the Not-for-Profit Corporation Law for approval of an application to merge.
2. The name of the surviving corporation is the COUNCIL FOR SECULAR HUMANISM, INC., which will immediately undergo a name change to the CENTER FOR INQUIRY, INC.

Whereas CENTER FOR INQUIRY, INC., COMMITTEE FOR SKEPTICAL INQUIRY, INC. and COUNCIL FOR SECULAR HUMANISM, INC. desire to merge into one surviving organization in order to streamline the process of filing returns and disclosures, reduce filing fees, reduce the carrying costs of the organizations, and reduce the administrative costs in order to focus more on charitable purposes; and

Whereas CENTER FOR INQUIRY, INC., COMMITTEE FOR SKEPTICAL INQUIRY, INC. and COUNCIL FOR SECULAR HUMANISM, INC. have prepared a Plan of Merger and said plan was approved by unanimous vote of the Board of Directors of each corporation; and


Whereas any and all restricted funds of CENTER FOR INQUIRY, INC., COMMITTEE FOR SKEPTICAL INQUIRY, INC. and COUNCIL FOR SECULAR HUMANISM, INC. will continue to be used as outlined in any document restricting such fund because all awards, fund and endowments of the constituent corporations and surviving corporation will continue to operate as they did pre-merger; and

Based on a review of the Petition and the exhibits thereto (and the additional documents and information requested by the Attorney General), and the verifications of Ron Lindsay, President of the above named corporations, the Attorney General has determined that the petitioners have complied with the provisions of Article 9 the Not-for-Profit Corporation Law applicable to the merger of not-for-profit corporations, and neither the Petitioners nor any third party having

raised with the Attorney General any objections to the proposed merger, and it appearing to the satisfaction of the Attorney General that the interests of the constituent corporations and the public interest will not be adversely affected by the merger, the Plan of Merger is approved and the Certificate of Merger is authorized to be filed with the Department of State.

A copy of the Certificate of Merger, as filed with the Department of State shall be sent to the Attorney General's office within 10 days of its filing.

Eric T. Schneiderman
Attorney General of the State of New York

By: 
Assistant Attorney General

Date: 12-24-14

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CERTIFICATE OF MERGER

OF

Center for Inquiry, Inc., Council for Secular Humanism, Inc., and Committee for Skeptical Inquiry, Inc. into Council for Secular Humanism, Inc.

Under Section 904 of the Not-For-Profit Corporation Law

Filed by: Tracy Lentsch, Paralegal
Magavern, Magavern & Grimm, LLP
1100 Rand Bldg., 14 Lafayette Sq.
Buffalo, NY 14203

2015 JAN -8 AM 10:22

FILED

Customer Ref.# 57184

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 08 2015

TAXS _____

BY: DWV

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on January 9, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of CENTER FOR INQUIRY, INC. was filed on 05/08/1980, under the name of CODESH, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment CODESH, INC., changing its name to COUNCIL FOR SECULAR HUMANISM, INC., was filed 01/10/1996.

A Certificate of Amendment COUNCIL FOR SECULAR HUMANISM, INC., changing its name to CENTER FOR INQUIRY, INC., was filed 01/08/2015.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of August
two thousand and fifteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State