

F06000002268

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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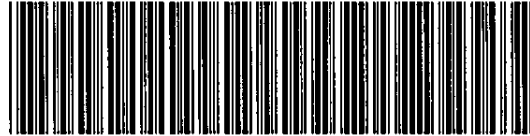
(Business Entity Name)

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C.L.
1-21-15



NATIONAL OFFICE
1330 West Peachtree Street
Suite 100
Atlanta, Georgia 30309
Tel (404) 872-7100
Fax (404) 872-0457

VIA OVERNIGHT COURIER

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

Re: *Articles of Merger*
The Arthritis Foundation, Inc. (F06000002268)
Arthritis Foundation, Florida Chapter, Inc. (702175)

Dear Sir or Madam:

Please find enclosed a completed and originally-executed Articles of Merger, filed pursuant to section 617.1105 of the Florida Statutes. Attached to the Articles of Merger is the Plan of Merger. I have enclosed a check in the amount of \$78.75 as well, covering the filing fee for the two entities and the fee for a Certified Copy. Please return a Certified Copy to my attention at 1330 West Peachtree Street, Suite 100, Atlanta GA 30309. Kindly contact me at (404) 965-7887 or jludlam@arthritis.org if you have any questions.

Sincerely,

James H. Ludlam
Legal Counsel

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Arthritis Foundation, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James H. Ludlam
(Contact Person)

The Arthritis Foundation, Inc.
(Firm/Company)

1330 West Peachtree Street
(Address)

Atlanta, GA 30309
(City/State and Zip Code)

For further information concerning this matter, please call:

James Ludlam At (404) 965-7887
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Not for Profit Corporations)

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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>The Arthritis Foundation, Inc.</u>	<u>Georgia</u>	<u>F06000002268</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Arthritis Foundation Inc.</u>	<u>Georgia</u>	<u>F06000002268</u>
<u>Arthritis Foundation, Florida Chapter, Inc.</u>	<u>Florida</u>	<u>702175</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 01 / 01 / 2015 (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).

(Attach additional sheets if necessary)

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 November 22, 2014. The number of directors in office was 32. The vote for the plan was as follows: 28 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 November 14, 2014. The number of directors in office was 14. The vote for the plan was as follows: 8 FOR 0 AGAINST

PLAN OF MERGER

THIS PLAN OF MERGER ("Agreement") is executed by and between the ARTHRITIS FOUNDATION, FLORIDA CHAPTER, INC. ("Florida Chapter"), a Florida corporation not-for-profit, and THE ARTHRITIS FOUNDATION, INC. ("National Corporation" or "Surviving Corporation"), a Georgia nonprofit corporation.

RECITALS:

WHEREAS, the Boards of Directors of the Florida Chapter and the National Corporation deem it advisable and in the best interests of the corporations for the Florida Chapter to merge with and into the National Corporation (the "Merger") as authorized by the laws of the states in which the Florida Chapter and the National Corporation are organized, and on the terms set forth herein.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I THE MERGER

1.1 Merger. At the Effective Date (as defined in Section 1.2), the Florida Chapter shall be merged with and into the National Corporation, the separate existence of the Florida Chapter shall cease, and the National Corporation, as the surviving corporation of such merger, shall continue to exist by virtue of, and shall continue to be organized under, the laws of the State of Georgia.

1.2 Effective Date of Merger. The Merger shall become effective as of the later of 12:01 A.M., January 1, 2015 or upon the close of business on the date on which articles or certificates of merger have been filed with the Secretaries of State for the States of Georgia and Florida ("Effective Date").

1.3 Effect of Merger. At the Effective Date, the Florida Chapter shall merge with and into the National Corporation, the separate existence of the Florida Chapter shall cease, and the National Corporation without further action shall succeed to and possess all of the rights, privileges, immunities, powers and franchises, public and private, of the Florida Chapter; and all property, real, personal and mixed, and all debts, liabilities and obligations due on whatsoever account, and all other causes in action, and all and every other interest, of or belonging to or due to the Florida Chapter, shall be deemed to be vested in the National Corporation without further action; and the title to any real estate, or any interest therein, vested in the Florida Chapter shall not revert or be in any way impaired by reason of the Merger; and except where a will or other instrument (or applicable law) provides otherwise, a devise, bequest, gift, promise or grant contained in a will or other instrument of donation, subscription or conveyance, in trust or otherwise, made before or after the Effective Date to the Florida Chapter, and which takes effect or remains payable after the Merger, shall inure to

the National Corporation. The foregoing transfers to and vesting in the National Corporation shall be deemed to occur by operation of law and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger or consolidation by law or express provision in any contract, agreement, decree, order or other instrument to which the Florida Chapter is a party or by which it is bound. The National Corporation shall thereafter be responsible and liable for all debts, liabilities and duties of the Florida Chapter, which may be enforced against the National Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue in full force and effect.

1.5 Directors and Officers. The directors and officers of the Surviving Corporation who are serving as such immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, as the surviving corporation, from and after the Effective Date and each such individual shall continue to serve in accordance with the Surviving Corporation's Articles of Incorporation and its Bylaws. As of the Effective Date, the directors and officers designated in Exhibit A to this Agreement serve as the directors and officers of the Surviving Corporation. Any current directors or officers of the Florida Chapter not listed in Exhibit A shall be deemed to have resigned from such positions. Any current directors or officers of the Florida Chapter's Board of Directors shall be deemed to have been appointed to the same positions on the Florida Advisory Board, in each case effective as of the Effective Date.

1.6 Members. At the Effective Date, the voting membership interests of the members of the Florida Chapter (if any) shall terminate completely, and such members shall have no right or interest in the Surviving Corporation.

1.7 Authorization. To the extent that the states of Georgia or Florida prescribe certain requirements and forms for Articles of Merger or Certificates of Merger, and any other documents necessary to complete the transactions contemplated herein, those persons authorized to execute such documents by resolutions of the respective corporations may do so to the extent such documents are not inconsistent with the provisions of this Agreement.

ARTICLE II MISCELLANEOUS

2.1 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which collectively shall constitute one and the same instrument.

2.2 Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter of this Agreement, and it supersedes all prior oral and

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written agreements, commitments or understandings with respect to the matters provided for in this Agreement.

2.3 Severability. If any part of this Agreement is deemed to be invalid or unenforceable under applicable law, that part shall be ineffective to the extent of the invalidity or unenforceability only, without in any way affecting the remaining parts of that provision or the remaining provisions of this Agreement.

2.4 Amendments. This Agreement may be amended only by an instrument in writing signed by all the parties to this Agreement.

2.2 Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first above written.

ARTHRITIS FOUNDATION,
FLORIDA CHAPTER, INC.

By: Dennis R. Olden
Name: Dennis R. Olden
Title: Chair
Date: Dec. 18, 2014

THE ARTHRITIS FOUNDATION, INC.

By: James H. Ludlam
Name: JAMES H. LUDLAM
Title: ASSISTANT SECRETARY
Date: 12/18/2014

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EXHIBIT A

ARTHRITIS FOUNDATION
2015 BOARD OF DIRECTORS

Officers and Executive Committee

Chair	Michael V. Ortman	At Large
Vice Chair	Rowland W. (Bing) Chang	At Large
Secretary	Catherine T. (Cathy) Dunlay	Great Lakes
Treasurer	Laurie Stewart	At Large
Immediate Past Chair	Daniel T. McGowan	At Large
At Large	K. Andrew Crighton	Northeast
At Large	Patricia (Trish) Hannon	At Large
At Large	Frank P. Longobardi	New England
At Large	Janalee Taylor	At Large

Board of Directors

Mary Battle	At Large
Aaron Breitenbach	Heartland
Theodore (Ted) Cadwell	Upper Midwest
Dennis Ehling	Pacific
Autumn Ehnou	Great West
Helen Emery	Great West
E. Robert Harris	Pacific
Margaret Jackson	South Central
Randeep Kahlon	Mid-Atlantic
Virginia Kraus	At Large
Alan Lotvin	At Large
Peter R. Martin	Northeast
Matt Mooney	Southeast
Chris Nieto	South Central
David Pleasance	At Large
Cavan Redmond	At Large
Kirsten Smith	Great Lakes
Walter (Wally) Smith	Heartland
Suzanne Taylor	At Large
Peter Vican	New England
Jennifer Vido	Mid-Atlantic
Dan Wenger	Upper Midwest
W. Hayes Wilson	Southeast
Bryon Wornson	At Large

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Typed or Printed Name of Individual & Title

Dennis R. Olden, Chair.