

F17000000594

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: One Hope United (f.k.a. One Hope United - Florida Region)

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Eric D. Anderson

(Contact Person)

Staub Anderson LLC

(Firm/Company)

55 W. Monroe St., Suite 1925

(Address)

Chicago, IL 60603

(City/State and Zip Code)

For further information concerning this matter, please call:

Eric D. Anderson

(Name of Contact Person)

At (312) 345-0545

(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)

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)
One Hope United - Northern Region	Illinois	F17000000594

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
One Hope United - Florida Region	Florida	N02000005605
One Hope United	Illinois	F03000003556
One Hope United - Hudelson Region	Illinois	n/a

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 7 / 1 / 17 (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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CLERK OF DISTRICT COURT
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CLERK OF DISTRICT COURT

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 _____. The number of directors in office was 3 _____. The vote the plan was as follows: 3 _____ FOR 0 _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

ONE HOPE UNITED

The plan of merger was adopted by the members of the merging corporation(s) on May 5, 2017 _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

ONE HOPE UNITED – NORTHERN REGION

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 _____. The number of directors in office was 3 _____. The vote the plan was as follows: 3 _____ FOR 0 _____ AGAINST

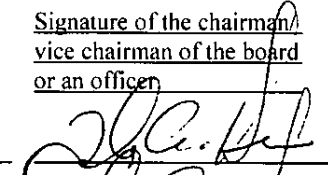


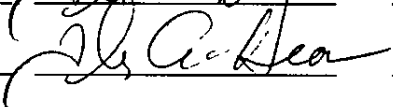
ONE HOPE UNITED – FLORIDA REGION

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 _____. The number of directors in office was 3 _____. The vote the plan was as follows: 3 _____ FOR 0 _____ AGAINST

ONE HOPE UNITED – HUDELSON REGION

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 _____. The number of directors in office was 3 _____. The vote the plan was as follows: 3 _____ FOR 0 _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
One Hope United - Northern Region		Theresa Dear, Chairman
One Hope United		Theresa Dear, Chairman
One Hope United - Florida Region		Theresa Dear, Chairman
One Hope United - Hudson Region		Theresa Dear, Chairman

PLAN OF MERGER

This Plan of Merger ("Plan"), effective July 1, 2017 (the "Effective Date"), is entered into by and among One Hope United ("OHU"), an Illinois not-for-profit corporation recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code ("IRC"), One Hope United-Northern Region ("OHU-NR"), an Illinois not-for-profit corporation recognized as tax-exempt under Section 501(c)(3) of the IRC, One Hope United-Hudelson Region ("OHU-HR"), an Illinois not-for-profit corporation recognized as tax-exempt under Section 501(c)(3) of the IRC, and One Hope United-Florida Region ("OHU-FR"), a Florida not-for-profit corporation recognized as tax-exempt under Section 501(c)(3) of the IRC (collectively the "Parties").

WHEREAS, each of the Parties represents and warrants that (i) it is a not-for-profit corporation organized, existing and in good standing under the laws in which they are incorporated; (ii) they are not currently a party to any undisclosed pending litigation; and (iii) they have no outstanding debt or other obligations, except as disclosed in their financial statements; and

WHEREAS, OHU is a not-for-profit corporation with no members, and OHU-NR, OHU-HR and OHU-FR each have a sole member, that being OHU; and

WHEREAS, the Board of Directors of each of the all the Parties, and the OHU, as the sole member OHU-NR, OHU-HR and OHU-FR, have voted to approve a merger of the Parties according to this Plan; and

NOW, THEREFORE, in consideration of the foregoing premises and the mutual and several covenants and promises contained in this Plan, the Parties agree as follows:

1. **Merger:** OHU, OHU-HR and OHU-FR will merge into OHU-NR, and OHU-NR shall then become known as One Hope United.
2. **Terms and Conditions:** On the effective date of the merger, the separate existence of OHU, OHU-HR and OHU-FR will each cease and OHU-NR, then to be known as One Hope United, shall succeed to all rights privileges, immunities and property of each of the Parties, without the necessity for any separate transfer. OHU-NR, then to be known as One Hope United, shall thereafter be responsible and liable for all liabilities and obligations of the Parties, and neither the rights of creditors nor any liens on the property of the Parties shall be impaired by the merger.
3. **Changes in Bylaws:** The Bylaws of OHU-NR, to be known as One Hope United as of the Effective Date of the merger, shall be amended as of the effective date of the merger to be the same in form and substance as the current bylaws of OHU.
4. **Directors and Officers:** Effective as of the date of the merger, the Directors of OHU-NR, to be then known as One Hope United, shall include all Directors of OHU as of the day prior to the Effective Date. Effective as of the date of the merger, the officers of


OHU-NR, to be then known as One Hope United, shall be the same as the officers of OHU as of the day prior to the Effective Date.

5. **Communities Covered:** The geographic service area for OHU-NR, now known as One Hope United, will encompass the communities currently covered by OHU, OHU-NR, OHU-HR and OHU-FR, and such other areas as the Board of Directors deems appropriate.
6. **Staffing:** It is the intent of the Parties that the staffing of OHU-NR, to be then known as One Hope United, will, effective the date of the merger, substantially be the collective staffing of OHU, OHU-NR, OHU-HR and OHU-FR of the day prior to the Effective Date of the merger.
7. **Effective Date of the Merger:** The effective date of the merger shall be July 1, 2016.
8. **Execution:** This Plan may be executed in separate counterparts, each of which, when each of the other Parties has executed a counterpart, shall constitute a single, fully-executed original. This Plan has been executed upon the express authority to do so as evidenced by resolutions of the respective Board of Directors of OHU, OHU-NR, OHU-HR, OHU-FR, and OHU as the sole member of OHU-NR, OHU-HR and OHU-FR.

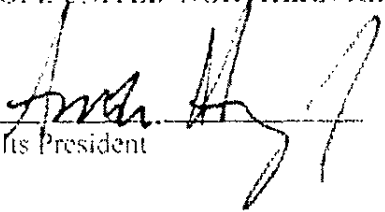
IN WITNESS WHEREOF, each Party has caused this Plan to be executed by its duly authorized officers as of the date set forth above.

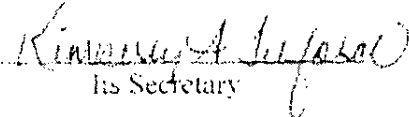
ONE HOPE UNITED

By: 
Its President

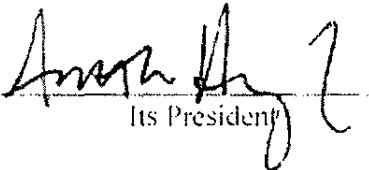
Attest: 
Its Secretary

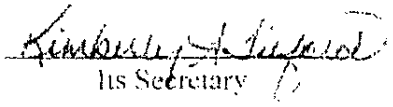
ONE HOPE UNITED-NORTHERN REGION

By: 
Its President

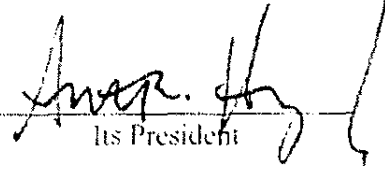
Attest: 
Its Secretary

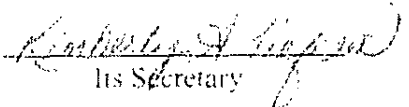
ONE HOPE UNITED-FLORIDA REGION

By: 
Its President

Attest: 
Its Secretary

ONE HOPE UNITED-HUDELSON REGION

By: 
Its President

Attest: 
Its Secretary