

F17000000594

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

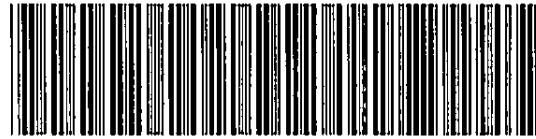
(Business Entity Name)

(Document Number)

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2017 AUG 29 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 01 2017

T. F. E. M. E. U. Y.

For
me

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: One Hope United - Northern Region Inc.

Name of Corporation

DOCUMENT NUMBER: F17000000594

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric D. Anderson

Name of Contact Person

Staub Anderson LLC

Firm/Company

55 W. Monroe Street, Suite 1925

Address

Chicago, Illinois 60603

City/State and Zip Code

eanderson@staubanderson.com

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

For further information concerning this matter, please call:

Eric D. Anderson

312 345-0545

Name of Contact Person

at (_____) _____
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

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F17000000594

(Document Number of Corporation (If known))

1. One Hope United - Northern Region Inc.

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

2. Illinois

(Incorporated under laws of)

3. 02/07/2017

(Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 07/01/2017

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.

5. One Hope United Inc.

(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)

Scott Humphrey

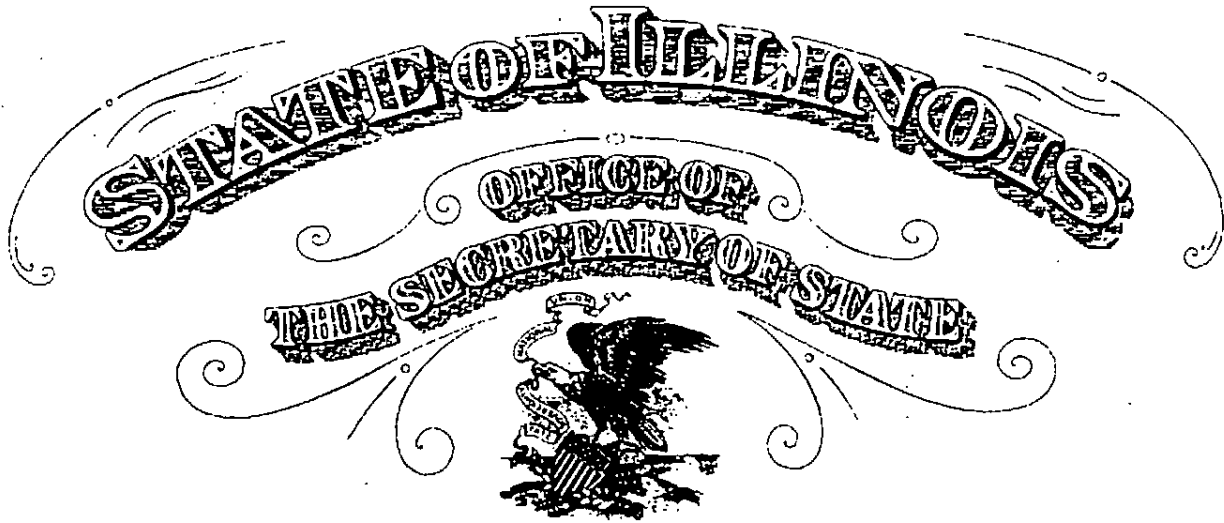
(Typed or printed name of the person signing)

President and CEO

(Title of person signing)

File Number

0719-220-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 6 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR ONE HOPE UNITED - NORTHERN REGION.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 23RD
day of JUNE A.D. 2017 .

Jesse White

SECRETARY OF STATE

FORM NFP 111.25 (rev. Dec. 2003)
ARTICLES OF MERGER
OR CONSOLIDATION
General Not For Profit Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

FILED

JUN 21 2017

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 0719-220-7

Filing Fee: \$25.00

Approved: It

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable word in items 1, 3, 4 and 5.

- merge
1. Names of the corporation's proposing to ~~consolidate~~ and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
One Hope United <u>NS</u>	Illinois	62701307
One Hope United - Northern Region <u>S</u>	Illinois	07192207
One Hope United - Hudson Region <u>NS</u>	Illinois	08983577
One Hope United - Florida Region <u>NS</u>	Florida	<u>NR</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

- surviving
3. The name of the new corporation: One Hope United - Northern Region

and it shall be governed by the laws of: Illinois

- merger
4. The plan of the ~~consolidation~~ is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See attached Plan of Merger.

* One Hope United, One Hope United - Hudson Region, and One Hope United - Florida Region shall merge into One Hope United - Northern Region (the surviving corporation). The name of the surviving corporation shall then be amended to "One Hope United." (See Section I of the Plan of Merger).

5. The plan of ^{merger} ~~consolidation~~ was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws. (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF ILLINOIS CORPORATION

MANNER

One Hope United

A

One Hope United - Northern Region

B and C

One Hope United - Hudson Region

B and C

6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **Black Ink**.)

Dated: ✓ 3.17, 2017
Month Day Year

✓ Scott Humphrey
(Any Authorized Officer's Signature)

Scott Humphrey, President & CEO
(Type or Print Name and Title)

One Hope United
(Exact Name of Corporation)

Dated: ✓ 3.17, 2017
Month Day Year

✓ Scott Humphrey
(Any Authorized Officer's Signature)

Scott Humphrey, President & CEO
(Type or Print Name and Title)

One Hope United - Northern Region
(Exact Name of Corporation)

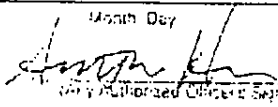
Dated: ✓ 3.17, 2017
Month Day Year

✓ Scott Humphrey
(Any Authorized Officer's Signature)

Scott Humphrey, President & CEO
(Type or Print Name and Title)

One Hope United - Hudson Region
(Exact Name of Corporation)

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in Black Ink.)

Dated: 3 17 2017
Month Day Year

Duly Authorized Officer Signature
Scott Humphrey, President & CEO
(Type or Print Name and Title)

One Hope United - Florida Region
(Exact Name of Corporation)

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-Hudson 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:

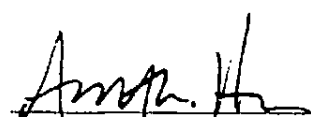
- * [
1. **Merger:** OHU, OHU-HR and OHU-FR will merge into OHU-NR, and OHU-NR shall then become known as One Hope United. The Articles of Incorporation for OHU-NR shall be amended to change the name of OHU-NR to One Hope United, effective July 1, 2017.
 2. **Terms and Conditions:** On the effective 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

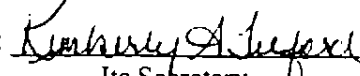
OHU-NR, to be then known as One Hope United, shall be the same as the officers of OHU as of the day prior to the Effective Date.

5. **Communities Covered:** The geographic service area for OHU-NR, ^{to be} ~~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. X
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.

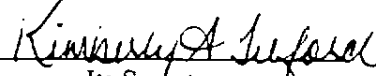
ONE HOPE UNITED

By: 
Its President

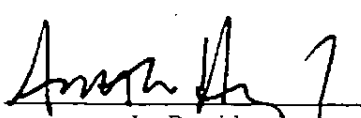
Attest: 
Its Secretary

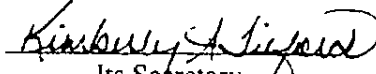
ONE HOPE UNITED-NORTHERN REGION

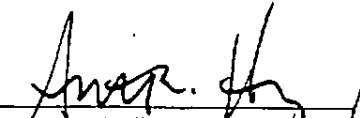
By: 
Its President

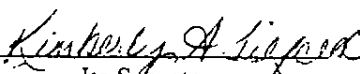
Attest: 
Its Secretary

ONE HOPE UNITED-FLORIDA REGION ONE HOPE UNITED-HUDELSON REGION

By: 
Its President

Attest: 
Its Secretary

By: 
Its President

Attest: 
Its Secretary

OFFICE OF THE ILLINOIS SECRETARY OF STATE

JESSE WHITE
SECRETARY OF STATE



CORPORATION FILE DETAIL REPORT

File Number	07192207		
Entity Name	ONE HOPE UNITED		
Status	ACTIVE		
Entity Type	CORPORATION	Type of Corp	NOT-FOR-PROFIT
Incorporation Date (Domestic)	10/05/1895	State	ILLINOIS
Agent Name	ERIC D ANDERSON	Agent Change Date	07/15/2009
Agent Street Address	55 W MONROE ST STE 1925	President Name & Address	
Agent City	CHICAGO	Secretary Name & Address	
Agent Zip	60603	Duration Date	PERPETUAL
Annual Report Filing Date	00/00/0000	For Year	2017
Assumed Name	INACTIVE - CHILD AND FAMILY SERVICE NETWORK INACTIVE - CENTRAL BAPTIST FAMILY SERVICES INACTIVE - KIDS HOPE UNITED-NORTHERN REGION INACTIVE - KIDS HOPE UNITED - NORTHERN REGION		
Old Corp Name	02/03/2005 - CENTRAL BAPTIST CHILDREN'S HOME 10/08/2009 - KIDS HOPE UNITED-NORTHERN REGION 07/01/2017 - ONE HOPE UNITED - NORTHERN REGION		

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