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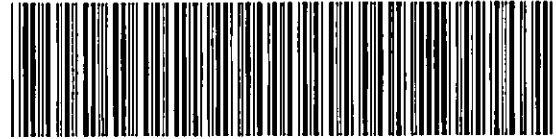
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January 23, 2023

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Refer To File No.
102607-1/1

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

Re: GCOSNJ, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Merger of Global Communities of Support, Inc., a Florida not for profit corporation with and into GCOSNJ, Inc., a New Jersey nonprofit corporation. Also enclosed is a check for \$70.00 made out to the Florida Department of State for the filing fee.

Please send me confirmation of filing to the New Jersey address at the top of this letter.

Very truly yours,

ORLOFF, LOWENBACH, STIFELMAN
& SIEGEL, P.A.

By

Linnae M. Aufiere

LMA:db
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GCOSNJ, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Linnae Aufiere, Esq.

Contact Person

Orloff, Lowenbach, Stifelman & Siegel, P.A.

Firm/Company

44 Whippany Road, Suite 100

Address

Morristown, New Jersey 07960

City/State and Zip Code

lma@olss.com

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

For further information concerning this matter, please call:

Linnae Aufiere, Esq.

Name of Contact Person

At (973) 622-6200

Area Code & Daytime Telephone Number

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

FILED
2023 JAN 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF MERGER
OF
GLOBAL COMMUNITIES OF SUPPORT, INC.,
a Florida not for profit corporation

FILED
2023 JAN 30 AM 9:19
SECRETARY OF STATE
- NO1000000

WITH AND INTO
GCOSNJ, INC.,
a New Jersey nonprofit corporation

Date: January 23, 2023

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the “Act”), the domestic not for profit corporation and the foreign nonprofit corporation herein named do hereby submit the following Articles of Merger.

1. The name of the surviving corporation shall be GCOSNJ, INC., a New Jersey nonprofit corporation (the “**Surviving Corporation**”).

2. The name of the merging entity is GLOBAL COMMUNITIES OF SUPPORT, INC., a Florida not for profit corporation (the “**Merging Corporation**”), which shall merge with and into the Surviving Corporation.

3. Attached hereto as *Exhibit A* and made a part hereof is the Agreement and Plan of Merger (the “**Plan**”).

4. In accordance with Section 617.0701 of the Act, the Plan was approved without a meeting by unanimous written consent of all of the trustees of the Surviving Corporation, dated as of the date of these Articles. The Plan was approved and adopted by all of the directors of the Merging Corporation in accordance with the applicable laws of its jurisdiction of organization without a meeting by unanimous written consent, dated as of the date of these Articles.

5. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws.

* * *

[Signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have caused these Articles to be signed as of the date written above.

GCOSNJ, INC.,
a New Jersey nonprofit corporation

By: John Hillock
John Hillock, President

GLOBAL COMMUNITIES OF SUPPORT, INC.,
a Florida not for profit corporation

By: John Hillock
John Hillock, President

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

of

GLOBAL COMMUNITIES OF SUPPORT, INC.,
a Florida Not For Profit Corporation

with and into

GCOSNJ, INC.,
a New Jersey Nonprofit Corporation

This is an Agreement and Plan of Merger, dated as January 23, 2023 (this “**Plan**”), made in order to merge **GLOBAL COMMUNITIES OF SUPPORT, INC.**, a Florida not for profit corporation (the “**Merging Corporation**”), with and into **GCOSNJ, INC.**, a New Jersey nonprofit corporation (the “**Surviving Corporation**”), pursuant to the Florida Not For Profit Corporation Act (the “**Florida Act**”) and New Jersey Nonprofit Corporation Act (the “**New Jersey Act**”).

1. **Agreement to Merge.** Subject to the terms and conditions of this Plan, as of the Effective Date (as defined below), the Merging Corporation will be, and hereby is, merged into the Surviving Corporation, with the Surviving Corporation as the surviving corporation continuing its existence under New Jersey law.

2. **Terms and Conditions of Merger.**

2.1. **Name.** The name of the Surviving Corporation will be **GCOSNJ, INC.**, a New Jersey nonprofit corporation.

2.2. **Effective Date.** The merger will become effective immediately upon the filing of a Certificate of Merger with the Office of the Department of Treasury of New Jersey and Articles of Merger with the Florida Department of State (the “**Effective Date**”).

2.3. **Effect of Merger.** Except as here and otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation will continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, franchises, rights and immunities of the Merging Corporation will be merged with and into the Surviving Corporation, and the Surviving Corporation will be fully vested therewith. The merger is intended to qualify as a change in the Merging Corporation’s place of organization pursuant to Rev. Proc. 2018-15, such that the Surviving Corporation is not required to file a new exemption application with

the Internal Revenue Service, is entitled to use the Merging Corporation's Employer Identification Number, and is treated for all purposes as a continuation of the Merging Corporation.

2.4. **Directors and Trustees.** Each director of the Merging Corporation shall become a trustee of the Surviving Corporation.

2.5. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the Certificate of Incorporation of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the New Jersey Act.

2.6. **By-Laws.** The by-laws of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the by-laws of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the New Jersey Act.

2.7. **Trustees.** The trustees of the Surviving Corporation immediately prior to the Effective Date will remain and be the trustees of the Surviving Corporation until the next annual meeting of trustees of the Surviving Corporation and until their successors are elected or appointed, in accordance with the by-laws of the Surviving Corporation.

2.8. **Officers.** The officers of the Surviving Corporation immediately prior to the Effective Date will remain and be the officers of the Surviving Corporation, and will hold office until their successors will have been elected or appointed in accordance with the by-laws of the Surviving Corporation.

2.9. **Transfer of Rights, Etc.** Upon the Effective Date, all rights, privileges, powers, franchises and interests of the Merging Corporation, both of a public and private nature, all of the property, real, personal and mixed, all debts due on whatever account to the Merging Corporation, all things in action, or belonging to the Merging Corporation, and all and every other interest of the Merging Corporation will be taken and deemed to be transferred to and will vest in the Surviving Corporation, without further act or deed, as effectually as they were vested in the Merging Corporation; and all claims, demands, property and every other interest will be as effectually the property of the Surviving Corporation as they were of the Merging Corporation; the title to any real estate vested in the Merging Corporation by deed or otherwise will not revert or be in any way impaired by reason of the merger and will automatically vest in the Surviving Corporation without the requirement for any further act or deed; all rights of creditors and all mortgages, security interests and liens upon the property of the Merging Corporation will be preserved unimpaired, and all debts, liabilities, restrictions and duties of the Merging Corporation will attach to the Surviving Corporation and may be enforced

Merging Corporation will attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if they had been incurred or contracted by the Surviving Corporation.

3. **Termination.** This Plan may be terminated or amended at any time prior to the Effective Date upon the agreement of the Merging Corporation and the Surviving Corporation notwithstanding that the merger contemplated by this Plan has been approved by the directors of the Merging Corporation and the trustees of the Surviving Corporation.

4. **Further Assurances.** If at any time the Surviving Corporation will consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the merger provided for by this Plan, the Surviving Corporation is hereby appointed the due and lawful attorney of the Merging Corporation in its name to execute and deliver all deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to the property or rights in the Surviving Corporation as a result of such merger and otherwise to carry out the purposes of this Plan, and the Surviving Corporation is fully authorized in the name of the Merging Corporation to take any and all such actions.

5. **Execution In Counterparts.** This Plan may be executed in counterparts and will be binding upon each party executing any counterpart.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed as of the date written above.

GCOSNJ, INC.,
a New Jersey nonprofit corporation

By: John Hillock
John Hillock, President

GLOBAL COMMUNITIES OF SUPPORT, INC.,
a Florida not for profit corporation

By: John Hillock
John Hillock, President