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### **COVER LETTER**

### TO: Amendment Section Division of Corporations

SUBJECT: \_\_\_\_\_ Amer. Hippotherapy Assn., Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Blair J. Trautwein

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Contact Person

Wick & Trautwein, LLC

Firm/Company

323 S. College Ave. Suite 3

Address

Fort Collins, CO 80524

City, State and Zip Code

rmerryman@wicklaw.com, btrautwein@wicklaw.com E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Blair J. Trautwein

Name of Contact Person

at (<u>970</u>) 482-4011

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

### 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

## Articles of Merger For Florida Profit or Non-Profit Corporation Into Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	<u>Jurisdiction</u>	Form/Entity Type
American Hippotherapy Association, Inc.	State of Florida	not for profit Corporation
Amer. Hippotherapy Assn., Inc.	State of Colorado	Non Profit Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the <u>surviving</u> party are as follows:

<u>Name</u>	Jurisdiction	Form/Entity Type
Amer. Hippotherapy Assn., Inc.	State of Colorado	Non Profit Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620. Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**<u>FIFTH</u>**: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

<u>Note:</u> 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.

**<u>SIXTH</u>**: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A	 	

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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# **<u>EIGHTH:</u>** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:	
American Hippotherapy Association, Inc.	Kum In Reachand	Karen M. Renshaw	
Amer. Hippotherapy Assn., Inc.	Koren Mr. Kenston I	Karen M. Renshaw	

Corporations:

General Partnerships: Florida Limited Partnerships: Non-Florida Limited Partnerships: Limited Liability Companies: Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) Signature of a general partner or authorized person Signatures of all general partners Signature of a general partner Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

#### PLAN OF MERGER

American Hippotherapy Association, Inc., a Florida not for profit Corporation and Amer. Hippotherapy Assn., Inc., a Colorado nonprofit Corporation shall merge on the following terms and conditions.

- 1. The assets and liabilities of American Hippotherapy Association, Inc. shall be assigned to Amer. Hippotherapy Assn., Inc.
- 2. Amer. Hippotherapy Assn., Inc., shall adopt and change name to American Hippotherapy Association, Inc., a Colorado nonprofit Corporation.
- 3. The Amer. Hippotherapy Assn., Inc. of Colorado no profit Corporation shall be the surviving entity.
- 4. The plan of merger shall be approved by the Board of Directors of American Hippotherapy Association, Inc. a Florida not for profit Corporation as the American Hippotherapy Association, Inc. doesn't have voting members in accordance with Florida State Sections 617.407; 617.1100 and 617.1106.
- Both Corporations agree that the Colorado Corporation may be servicing Florida for the enforcement of any obligations of American Hippotherapy Association, Inc., a Florida not for Profit Corporation.
- 6. Both Corporations agree that the Department of State for Florida is irrevocably appointed as the Amer. Hippotherapy Assn. Inc.'s registered agent for services of process for the obligations set for in paragraph (5) above in compliance with Florida Statue 617.1107.
- Articles and Statement of Merger in the attached form shall be filed with the Department of State of Florida and Secretary of State of Colorado; unanimously adopted at the joint meeting of the Board of American Hippotherapy Association Inc., a Florida not for profit Corporation and Amer. Hippotherapy Assn., Inc., a Colorado nonprofit Corporation.

EFFECTIVE AS OF SEPTEMBER 16, 2019

TINA ROCCO, PRESIDENT of American Hippotherapy Association Inc., a Florida not for profit Corporation

TINA ROCCO, PRESIDENT of Amer. Hippotherapy Assn. Inc., a Colorado nonprofit Corporation

### BOARD OF DIRECTORS OF AMER. HIPPOTHERAPY ASSN., INC. RESOLUTION RATIFYING & ADOPTING THE ACTIONS OF KAREN M. RENSHAW IN FORMING THE AMER. HIPPOTHERAPY ASSN., INC., A COLORADO NONPROFIT CORPORATION

RESOLVED, that the organizational Articles of Incorporation filed with the Colorado Secretary of State for Amer. Hippotherapy Assn., Inc. and the Organization Certificate and Unanimous Consent of Board of Directors in Lieu of Organizational Meeting of Amer. Hippotherapy Assn., Inc. signed by Karen M. Renshaw is adopted and ratified by action of the Board of Directors of Amer. Hippotherapy Assn., Inc. as the action of the Corporation.

EFFECTIVE AS OF SEPTEMBER 16, 2019

BOARD CHAIRPERSON

TINA ROCCO, PRESIDENT of American Hippotherapy Association Inc., a Florida not for profit Corporation

TINA ROCCO, PRESIDENT of Amer. Hippotherapy Assn. Inc., a Colorado nonprofit Corporation

### ARTICLES AND STATEMENT OF MERGER OF AMERICAN HIPPOTHERAPY ASSOCIATION, INC., AND AMER. HIPPOTHERAPY ASSN., INC.

- 1. The plan of merger and the adoption is attached to and incorporated into this Articles of Statement of Merger.
- 2. The surviving entity is Amer. Hippotherapy Assn., Inc., which shall change its name to American Hippotherapy Association, Inc., a Colorado nonprofit Corporation.
- The non-surviving entity is American Hippotherapy Association, Inc., a Florida not for profit Corporation which merged into American Hippotherapy Associations, Inc., a Colorado non-profit Corporation.
- American Hippotherapy Association, Inc., the Florida not for profit Corporation has no voting members. Its Board of Directors adopted and approved the plan of Plan of Merger on September 16, 2019.
- The American Hippotherapy Association, Inc., a Colorado nonprofit Corporation has no voting members. Its Board of Directors adopted the Plan of Merger vote September 16, 2019.

The effective date of Merger is the date of delivery of the Articles of Merger with the Department of State for Florida and the Secretary of State of Colorado.

**EFFECTIVE AS OF SEPTEMBER 16, 2019** 

TINA ROCCO, PRESIDENT of American Hippotherapy Association Inc., a Florida not for profit Corporation

TINA ROCCO, PRESIDENT of Amer. Hippotherapy Assn. Inc., a Colorado nonprofit Corporation