

N05000002249

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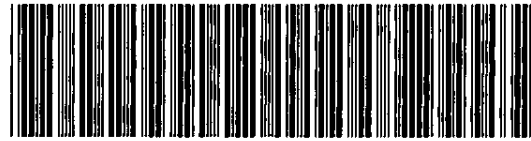
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DIVISION OF CORPORATIONS
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Merger
C.COULLIETTE

JAN 03 2012

EXAMINER



877-879-8882 SUPPORTOURTROOPS.ORG

December 16, 2011

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
By USPS priority mail

Dear Sirs,

Enclosed please find one articles of merger, and our check for \$70.

Support Our Troops Inc. (N05000002249) is a 501(c)(3) Florida not-for-profit. We are engaged in a corporate restructuring in which we are merging into this nonprofit a number of subordinates nonprofits we had located across the country. This merger relates to the subordinate nonprofit, HAWAII.

We are trying to get this completed within a week. I would be grateful if they could be post processed and posted online as quickly as possible. I would also be grateful if someone would give me a quick call if there any questions regarding it so that we can avoid the delay of mailing and move to completion as expeditiously as possible.

Thank you.

Support Our Troops®

BY: 

Martin C. Boire, President

They Support Us – Let's Support Them!®
Unified national mailing address: P. O. Box 70, Daytona Beach, FL 32115-0070

**ARTICLES OF MERGER OF
HAWAII SUPPORT OUR TROOPS, INC.
A HAWAII NONPROFIT CORPORATION
INTO
SUPPORT OUR TROOPS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I - NAME & AND JURISDICTION OF THE SURVIVING CORPORATION

The surviving corporation is Support Our Troops, Inc. dba Support Our Troops – Hawaii Chapter, Inc., 595 West Granada Blvd, Ste. J, Ormond Beach, FL 32174, a Florida not-for-profit corporation, (FL#N05000002249; (HI#44680), and its organizing articles are not amended by this merger.

ARTICLE II - NAME AND JURISDICTION OF THE MERGING CORPORATION

The merging corporation is Hawaii Support Our Troops, Inc. (HI# 214938) organized under the laws of Hawaii.

ARTICLE III – PLAN OF MERGER.

The Plan of Merger is attached and by reference is incorporated herein, which has been approved by each entity involved in the merger.

ARTICLE IV – EFFECTIVE DATE OF MERGER

The merger shall become effective on the date these Articles of Merger are filed with the Florida Secretary of State.

ARTICLE V - ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by unanimous written consent of the directors of the surviving corporation and executed in accordance with section 617.0701, Florida Statutes *on OCT. 10, 2011, no members to vote.*

ARTICLE VI - ADOPTION OF MERGER BY MERGING CORPORATION

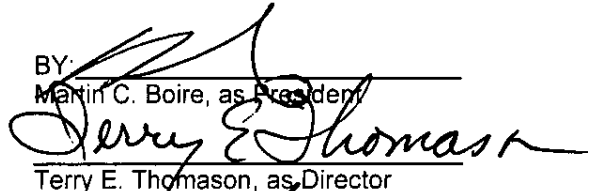
The plan of merger was adopted by unanimous written consent of the members and directors of the merging corporation and executed in accordance with Hawaii Statutes section 414D *on DEC. 14, 2011*


For the Merging Corporation

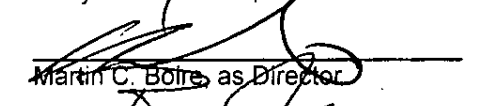
I state under penalty of perjury that to the best of my knowledge the facts herein are true and correct.

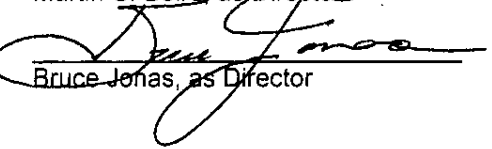
Hawaii Support Our Troops, Inc.

BY:


Martin C. Boire, as President


Terry E. Thomason, as Director


Martin C. Boire, as Director


Bruce Jonas, as Director

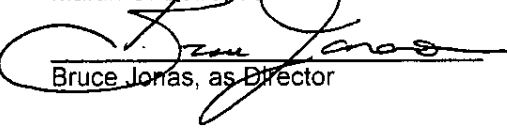
Support Our Troops, Inc.

BY:


Martin C. Boire, as President


Joseph V. Anania, as Director


Martin C. Boire, as Director


Bruce Jonas, as Director

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DIVISION OF CORPORATIONS
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PLAN OF MERGER
OF
HAWAII SUPPORT OUR TROOPS, INC.
AN HAWAII NONPROFIT CORPORATION
INTO
SUPPORT OUR TROOPS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

Summary.

- Surviving Organization: Support Our Troops, Inc. *dba* Support Our Troops – Hawaii Chapter, Inc., 595 West Granada Blvd, Ste. J, Ormond Beach, FL 32174 (hereafter SOT) is organized under the laws of Florida (FL#N05000002249) and is registered to engage in business in Hawaii (HI#44680).
- Merged Organization: Hawaii Support Our Troops, Inc. (HI#214938) (hereafter HSOT) is organized under the laws of Hawaii.
- Approved: By Board of SOT (SOT has no members), and by the Board and Membership of HSOT.
- Name of Surviving Organization: Support Our Troops, Inc.
- Stock: Both organizations are non-stock corporations.
- Non-Profit: Both organizations are not-for-profit organizations.
- Articles of Incorporation: The Articles of Incorporation of Support Our Troops, Inc. are not changed by this merger.

Purpose of Merger.

HSOT is organized under the laws of Hawaii, and SOT is organized under the laws of Florida and registered to engage in business in Hawaii.

To best serve the troops and their families HSOT has steadfastly pursued the maximum charitable efficiency, doing the most good possible with the least possible overhead.

In these changing economic times HSOT intends to use prudent business sense in all manner possible to maximize charitable performance for its intended beneficiaries.

As named in HSOT's Articles of Incorporation SOT is affiliated with HSOT for the common purpose of serving the troops and their families, and SOT as parent charity has been handling all of the administrative work for HSOT to date.

SOT is also active in Hawaii, and its overhead is consistently below three percent (3%) to date and SOT can maintain and increase the two groups' common mission efficiency by merging HSOT's operation into SOT's larger operation.

For reduction of paperwork, creation of more time to focus on the corporate mission, and to keep administrative costs down, the Board of Directors of SOT and the Board of Directors of HSOT have determined it best to merge the subordinate organization HSOT into SOT which will then continue forth to do business within Hawaii.

This will also place SOT of record and review in Hawaii, increase name recognition, increase the speed and ease with which people can find and interact with the organization, and thereby increase the ability to fulfill the mission.

For the aforesaid reasons it will best fulfill the purposes of both organizations for HSOT to merge into SOT in accordance with Article XIII of the Articles of Incorporation of HSOT, and SOT will continue forward to serve the troops and their families.

Plan of Merger of HSOT into SOT.

SOT and HSOT approve the merger of HSOT into the parent SOT and the execution of any necessary Articles of Merger. SOT has no members and the right to amend or restate is vested in the Board, and SOT is the only member and voting member of HSOT.

The sole member of HSOT is SOT, the surviving entity, and there is therefore no dissenting member, shareholder, or partner which might claim to be entitled to or due any payment for any interest against SOT.

Per Hawaii States section 414D-204, upon merger SOT shall upon merger acquire all rights and obligations of HSOT, including all the rights, privileges, immunities, and powers of said corporation. SOT shall upon merger possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of HSOT. Upon merger all real, personal, and mixed property, all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due HSOT shall be taken and deemed to be transferred to and vested in SOT without further act or deed. No assets will be retained by HSOT after the merger. One asset of HSOT is a "support our troops" organizational license plate discussed in Hawaii Statutes section 249-9.3, which can henceforth be most efficiently administered by Support Our Troops, Inc. The aforesaid special plate asset and revenue generated thereby and derived therefrom are hereby transferred to Support Our Troops, Inc. in accordance with Article XIII of the Articles of Incorporation of HSOT.

There are no changes to the current Articles of Incorporation of SOT as a result of this merger. The merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

SOT is the surviving/acquiring corporation, and will continue to be governed under the laws of the State of Florida.

No person in SOT or HSOT is entitled to be paid any compensation or receive any financial benefit as a result of this merger.

Appropriate notice was given to the Hawaii Attorney General's office pursuant to §414D-211(c) of the Hawaii General Statutes, and said office informed this organization in writing on December 13, 2001 that it had no objection to this merger.

The officers of SOT and HSOT are authorized, empowered and directed execute any and all documents and take all actions necessary and proper to implement the foregoing.

On behalf of the troops and their families the Board thanks everyone who has been involved to date and looks forward to doing continued good works with them under the new organizational format in Hawaii.