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MERGER OR SHARE EXCHANGE
Association of Public-Safety-Communications Officials-International, Inc.

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**ARTICLES OF MERGER BETWEEN
ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS-
INTERNATIONAL, INC.**

AND

APCO AUTOMATED FREQUENCY COORDINATION, INC.

APCO INSTITUTE, INC.

APCO HERITAGE FOUNDATION, INC.

Pursuant to Section 617.1105, Florida Statutes, Association of Public-Safety-Communications Officials-International, Inc., a Florida not for profit corporation ("International") and APCO Automated Frequency Coordination, Inc., a Florida not for profit corporation ("Frequency"), APCO Institute, Inc., a Florida not for profit corporation ("Institute") and APCO Heritage Foundation, Inc., a Florida not for profit corporation ("Heritage") adopt the following Articles of Merger for the purpose of merging Frequency, Institute, and Heritage into International, the latter of which is to survive the merger.

**ARTICLE I
SURVIVING CORPORATION**

The name, jurisdiction, and document number for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Association of Public-Safety-Communications Officials-International, Inc.	FL	N06000005275

**ARTICLE II
MERGING CORPORATIONS**

The name, jurisdiction, and document number for each of the merging corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
APCO Automated Frequency Coordination, Inc.	FL	N24943
APCO Institute, Inc.	FL	N24010
APCO Heritage Foundation, Inc.	FL	N05000001246

**ARTICLE III
PLAN OF MERGER**

The Plan of Merger is attached.

**ARTICLE IV
EFFECTIVE DATE**

The merger shall become effective on January 1, 2010, which shall be preceded by the filing of these Articles of Merger with the Florida Department of State.

**ARTICLE V
ADOPTION OF MERGER BY SURVIVING CORPORATION**

There are no members of APCO International entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors at a duly summoned meeting on Wednesday, December 16, 2009. The number of directors in office was Fifteen (15) and all of the directors in office voted for the plan of merger, there were no votes against the plan of merger.

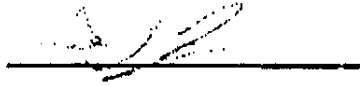


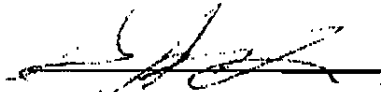
**ARTICLE VI
ADOPTION OF MERGER BY MERGING CORPORATIONS**

There are no members of Frequency entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors by unanimous written consent dated November 24, 2009. The number of voting directors in office was Five (5) and all of the directors in office voted for the plan of merger, there were no votes against the plan of merger.

There are no members of Institute entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors by unanimous written consent dated November 24, 2009. The number of voting directors in office was Five (5) and all of the directors in office voted for the plan of merger, there were no votes against the plan of merger.

There are no members of Heritage entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors by unanimous written consent dated November 24, 2009. The number of voting directors in office was Five (5) and all of the directors in office voted for the plan of merger, there were no votes against the plan of merger.

**ARTICLE VII
SIGNATURE OF EACH CORPORATION**

Name of Corporation	Signature of an Officer	Name of Ind. & Title
Association of Public-Safety Communications Officials-International, Inc.		George S. Rice, Jr, Secretary
APCO Automated Frequency Coordination, Inc.		George S. Rice, Jr, President
APCO Institute, Inc.		George S. Rice, Jr, President
APCO Heritage Foundation, Inc.		George S. Rice, Jr, President

**PLAN OF MERGER BETWEEN
ASSOCIATION OF PUBLIC-SAFETY-COMMUNICATIONS OFFICIALS-
INTERNATIONAL, INC.
AND
APCO AUTOMATED FREQUENCY COORDINATION, INC.
APCO INSTITUTE, INC.
APCO HERITAGE FOUNDATION, INC.**

The following Plan of Merger, which was adopted and approved by Association of Public-Safety-Communications Officials-International, Inc., a Florida not for profit corporation ("Surviving Corporation") and APCO Automated Frequency Coordination, Inc., a Florida not for profit corporation ("Frequency"), APCO Institute, Inc., a Florida not for profit corporation ("Institute") and APCO Heritage Foundation, Inc., a Florida not for profit corporation ("Heritage") (Frequency, Institute, and Heritage are collectively referred to herein as "Merging Corporations"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name, jurisdiction, and document number for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Association of Public-Safety-Communications Officials-International, Inc.	FL	N06000005275

2. The name, jurisdiction, and document number for each of the merging corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
APCO Automated Frequency Coordination, Inc.	FL	N24943
APCO Institute, Inc.	FL	N24010
APCO Heritage Foundation, Inc.	FL	N05000001246

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merging Corporations shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation and there shall be no changes to the articles of incorporation of the Surviving Corporation, (iii) the Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. The manner and basis of converting the memberships of International are as follow:
As of the effective date of the merger, the membership of International shall not be changed in any manner, but each said membership at the effective time and date of the merger shall continue to represent the membership of International.