

N07000003086

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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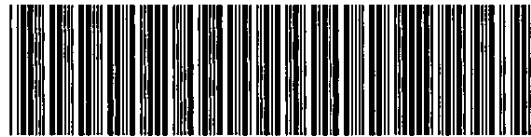
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12 SEP 17 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SEP 20 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AIDS Healthcare Foundation Disease Management of Florida
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Jonathan Petrus
(Contact Person)

AIDS Healthcare Foundation
(Firm/Company)

6255 W. Sunset Blvd., 21st Floor
(Address)

Los Angeles, CA 90028
(City/State and Zip Code)

For further information concerning this matter, please call:

Jonathan Petrus At (323) 860-5361
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Not for Profit Corporations)

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12 SEP 17 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aids Healthcare Foundation Disease Management of Florida, Inc.</u>	<u>Florida</u>	<u>N07000003086</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Island Coast AIDS Network, Inc.</u>	<u>Florida</u>	<u>N34517</u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 09 / 17 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on August 2, 2012. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on July 26, 2012. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 7 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

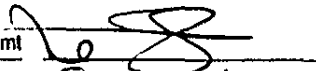
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

AIDS Healthcare Foundation Disease Mgmt



Michael Weinstein, Chairperson

Island Coast AIDS Network



Edward Kolesar, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

AIDS Healthcare Foundation Disease Management of Florida

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Island Coast AIDS Network, Inc.

Florida

The terms and conditions of the merger are as follows:

Island Coast AIDS Network (the "Merging Corporation") will merge completely into AIDS Healthcare Foundation Disease Management of Florida (the "Surviving Corporation"). Immediately following the merger, all assets, and liabilities incurred in the ordinary course of business ("Assumed Liabilities"), of the Merging Corporation shall become the assets and Assumed Liabilities of the Surviving Corporation. The employees of the Merging Corporation will become the employees of the Surviving Corporation. The name of the Surviving Corporation shall remain AIDS Healthcare Foundation Disease Management of Florida, Inc.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

There will be no changes in the Articles of Incorporation of the surviving corporation to be effected by the merger.

Other provisions relating to the merger are as follows:

None.