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MERGER OR SHARE EXCHANGE

International Sports Chiropractic Association, Inc.

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June 8, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INTERNATIONAL SPORT CHIROPRACTIC ASSOCIATION, INC.
2240 NE 202 ST.
MIAMI, FL 33180

SUBJECT: INTERNATIONAL SPORT CHIROPRACTIC ASSOCIATION, INC.
REF: N08000004277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Sylvia Gilbert
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(N08000004277)

ARTICLES OF MERGER
MERGING
INTERNATIONAL SPORT CHIROPRACTIC ASSOCIATION, INC.
(A FLORIDA NON-PROFIT CORPORATION)
INTO
INTERNATIONAL SPORTS CHIROPRACTIC ASSOCIATION, INC.
(A DISTRICT OF COLUMBIA NON-PROFIT CORPORATION)

(PURSUANT TO SECTION 617.1105 OF THE FLORIDA STATUTES)

The following Articles of Merger are submitted to merge the following Florida Non-Profit Corporation in accordance with Section 617.1105 of the Florida Statutes.

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

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Sport Chiropractic Association, Inc. (the "Domestic Corporation")	Florida	Non-profit corporation
International Sports Chiropractic Association, Inc. (the "Surviving Corporation")	District of Columbia	Non-profit corporation

SECOND: The exact name, form/entity type, and jurisdiction of the Surviving Corporation is as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Sports Chiropractic Association, Inc.	District of Columbia	Non-profit corporation

THIRD: There being no members having voting rights in respect thereof, the Agreement and Plan of Merger attached hereto as Exhibit A was approved by unanimous written consent executed by each of the ten directors of the Domestic Corporation in accordance with Section 617.1105 of the Florida Statutes.

FOURTH: The Agreement and Plan of Merger was approved by the Surviving Corporation in the manner prescribed by the laws of the District of Columbia, the jurisdiction under which it is organized.

FIFTH: The Surviving Corporation's principal office address in its jurisdiction is:

1712 Bye Street, NW, Suite 505
Washington, DC, 20006

SIXTH: The Surviving Corporation may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of the Domestic Corporation and the Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in any such proceeding.

WITNESS, the due execution of these Articles of Merger by the undersigned non-profit corporations this 5th day of June, 2009.

INTERNATIONAL SPORT CHIROPRACTIC ASSOCIATION, INC.
a Florida non-profit corporation



Angela I. Salcedo, President

INTERNATIONAL SPORTS CHIROPRACTIC ASSOCIATION, INC.
a District of Columbia non-profit corporation



Angela I. Salcedo, President

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of June 5, 2009 (this "Agreement"), is entered into by and between International Sport Chiropractic Association, Inc., a Florida non-profit corporation (the "Florida Corporation"), and International Sports Chiropractic Association, Inc., a District of Columbia non-profit corporation ("ISCA").

WHEREAS, the respective boards of directors of the Florida Corporation and ISCA have approved this Agreement and have determined that it is advisable and to the advantage of such corporations that the Florida Corporation be merged with and into ISCA (the "Merger") pursuant to the terms and conditions of this Agreement and in accordance with the provisions of the District of Columbia Nonprofit Corporation Act and the Florida Not For Profit Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **The Merger.** On the Effective Date (as defined in Section 3 hereof) and subject to and upon the terms and conditions of this Agreement, (a) the Florida Corporation shall be merged with and into ISCA, (b) the separate corporate existence of the Florida Corporation shall cease and (c) ISCA, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence and be organized under and governed by the laws of the District of Columbia Nonprofit Corporation Act, with the corporate purposes specified in its Articles of Incorporation.

2. **Name of Surviving Corporation.** The name of the Surviving Corporation shall be "International Sports Chiropractic Association, Inc."

3. **Effective Date of Merger.** The Merger shall be effected by the filing of Articles of Merger with the Department of State of Florida and the filing of Articles of Merger with the Department of Consumer and Regulatory Affairs of the District of Columbia. The Merger shall become effective on the date and at the time when such articles are so filed (the "Effective Date").

4. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of ISCA, each as in effect on the Effective Date, until thereafter amended as provided therein and by applicable law.

* * * * *