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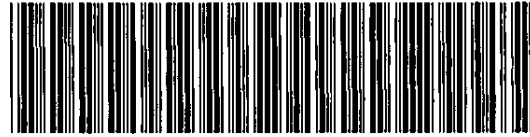
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

OCT 29 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CARING FOR MIAMI, INC.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

PERRY W. HODGES, JR.

(Contact Person)

ROGERS, MORRIS & ZIEGLER LLP

(Firm/Company)

1401 EAST BROWARD BLVD #300

(Address)

FORT LAUDERDALE, FLORIDA 33301-2116

(City/State and Zip Code)

For further information concerning this matter, please call:

PERRY W. HODGES, JR.

(Name of Contact Person)

At (954) 462-1431

(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

The undersigned, being the presidents of CARING FOR MIAMI, INC., a Florida nonprofit corporation, and CF COUNSELING CENTER, INC., a Florida nonprofit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I Plan of Merger

A copy of the plan of merger is attached as Exhibit "A".

ARTICLE II Approval

The plan of merger was adopted by CARING FOR MIAMI, INC. at a meeting of its members held on September 26, 2012. The number of votes cast in favor of the merger was sufficient for approval.

The plan of merger was adopted by CF COUNSELING CENTER, INC. at a meeting of its members held on September 26, 2012. The number of votes cast in favor of the merger was sufficient for approval.

ARTICLE III Effective Date

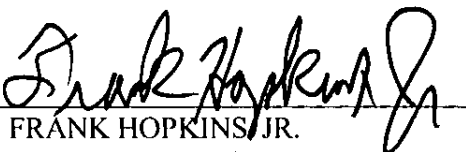
The merger shall be effective on the date that these articles of merger are filed by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on this 26th day of September, 2012.

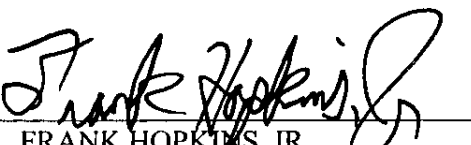
CARING FOR MIAMI, INC.

CF COUNSELING CENTER, INC.

By:


FRANK HOPKINS, JR.
President and Chairman

By:


FRANK HOPKINS, JR.
President and Chairman

FILED
OCT 26 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FL

**PLAN OF MERGER
OF
CARING FOR MIAMI, INC.
AND
CF COUNSELING CENTER, INC.**

This is a plan of merger between CARING FOR MIAMI, INC., a Florida nonprofit corporation, and CF COUNSELING CENTER, INC., a Florida nonprofit corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is CARING FOR MIAMI, INC., a Florida nonprofit corporation and CF COUNSELING CENTER, INC. a Florida nonprofit corporation

**ARTICLE II
Merger**

Under F.S. 617.1107, CF COUNSELING CENTER, INC. shall be merged into CARING FOR MIAMI, INC. (the "merger").

**ARTICLE III
Surviving Corporation**

CARING FOR MIAMI, INC. shall be the surviving corporation of the merger.

**ARTICLE IV
Articles Of Incorporation**

The articles of incorporation of CARING FOR MIAMI, INC. in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V
Directors And Officers**

The directors and officers of CARING FOR MIAMI, INC. immediately before the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE VI

Members

The members of CARING FOR MIAMI, INC. and CF COUNSELING CENTER, INC. immediately before the merger shall all be members of CARING FOR MIAMI, INC. immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of CARING FOR MIAMI, INC. by its charter and bylaws.

ARTICLE VII

Assets And Liabilities

On the effective date of the merger, the separate existence of CF COUNSELING CENTER, INC. shall cease and CARING FOR MIAMI, INC., without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of CF COUNSELING CENTER, INC. without further action, shall be vested in CARING FOR MIAMI, INC. immediately following the merger. Following the merger, CARING FOR MIAMI, INC. shall be responsible for all liabilities and obligations of CF COUNSELING CENTER, INC.. Any claim existing or action or proceeding pending against CF COUNSELING CENTER, INC. may be continued as if the merger did not occur or CARING FOR MIAMI, INC. may be substituted for CF COUNSELING CENTER, INC. in any such proceeding. Neither the rights of creditors of nor any liens on the property of CF COUNSELING CENTER, INC. shall be impaired by the merger.

ARTICLE VIII

Effective Date

The merger shall be effective when the articles of merger are filed with the Florida Department of State, or at such other time specified in the articles of merger.

ARTICLE IX

Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of CARING FOR MIAMI, INC. or the board of directors of CF COUNSELING CENTER, INC. at any time before the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers this 26th day of September, 2012.

CARING FOR MIAMI, INC.

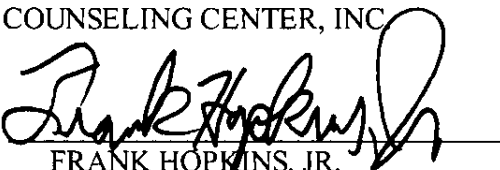
By:


FRANK HOPKINS, JR.

President and Chairman of the Board

CF COUNSELING CENTER, INC.

By:


FRANK HOPKINS, JR.

President and Chairman of the Board