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DIVISION OF CORPORATIONS
09 SEP -9 AM 11:02

Merger
C.COULLIETTE

SEP 09 2009

EXAMINER



Arnett & Kerrigan, P.L.

ATTORNEYS AT LAW

KAREN L. ARNETT
*ALSO LICENSED IN INDIANA

JANE E. KERRIGAN
*ALSO LICENSED IN INDIANA & ILLINOIS

CASEY L. JERNIGAN
*ALSO LICENSED IN ALABAMA

DANIEL S. FRANKFURT
*ALSO LICENSED IN CALIFORNIA

August 18, 2009

Florida Department of State
Amendment Section
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the original and a copy of the Articles of Merger for the Charles H. and Shirley B. Simpson Foundation, Inc., per section 617.1105, FLORIDA STATUTES, as well as the associated Agreement and Plan of Merger, I have enclosed a self-addressed stamped envelope for you to return a certified copy to me. The \$78.75 filing fee is also enclosed.

Please contact our office at 850.502.4373 with any questions concerning this correspondence.

Thank you for your assistance.

Sincerely,

Casey L. Jernigan, Esq.
FL Bar: 21747
Arnett & Kerrigan, P.L.

CLJ/la
Enclosures
cc: Charles and Shirley Simpson

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Charles H. and Shirley B. Simpson Foundation, 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:

Charles H. Simpson

(Contact Person)

(Firm/Company)

3104 Merion Drive

(Address)

Miramar Beach, FL 32550

(City/State and Zip Code)

For further information concerning this matter, please call:

Charles H. Simpson

(Name of Contact Person)

At (850) 650 3858

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2009

CHARLES H. SIMPSON
3104 MERION DR
MIRAMAR BEACH, FL 32550

SUBJECT: CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, INC.
Ref. Number: N09000005778

We have received your document for CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The article III you have showing in your Agreement and Plan, is referring to the formation and Limited Liability Company agreement of the surviving entity. You are not forming a Limited Liability with any of this information so that will need to be removed from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 709A00028364



Arnett & Kerrigan, P.L.

ATTORNEYS AT LAW

KAREN L. ARNETT
*ALSO LICENSED IN INDIANA

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CASEY L. JERNIGAN
*ALSO LICENSED IN ALABAMA

DANIEL S. FRANKFURT
*ALSO LICENSED IN CALIFORNIA

September 1, 2009

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed your letter of August 21, 2009, the CORRECTED original and a copy of the Articles of Merger for the Charles H. and Shirley B. Simpson Foundation, Inc., per section 617.1105, FLORIDA STATUTES, as well as the associated Agreement and Plan of Merger. I have enclosed a self-addressed stamped envelope for you to return a certified copy to me. We previously provided the \$78.75 filing fee.

Please contact our office at 850.502.4373 with any additional questions concerning this correspondence.

We appreciate your assistance in this matter.

Sincerely,

Karen Arnett, Esq.
FL Bar: 0550833
Arnett & Kerrigan, P.L.

CLJ/la
Enclosures
cc: Charles and Shirley Simpson

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Charles H. and Shirley B. Simpson Foundation, Inc.
(Name of Surviving Corporation)

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

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(Firm/Company)

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(Address)

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For further information concerning this matter, please call:

Charles H. Simpson

(Name of Contact Person)

At (850) 650 3858

(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)

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)
Charles H. and Shirley B. Simpson Foundation, Inc.	Florida	N09000005778

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Charles H. and Shirley B. Simpson Foundation	Mississippi	N/A

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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 / / (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 2009. The number of directors in office was 2. The vote for the plan was as follows: 2 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 _____. 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 June 30, 2009. The number of directors in office was 2. The vote for the plan was as follows: 2 FOR 0 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

Charles H. and Shirley B.
Simpson Foundation, Inc

Charles H. Simpson

Charles H. Simpson, President

Charles H. and Shirley B.
Simpson Foundation

Charles H. Simpson

Charles H. Simpson, 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

Charles H. and Shirley B.
Simpson Foundation, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Charles H. and Shirley B.
Simpson Foundation

Mississippi

The terms and conditions of the merger are as follows:

Attached

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

None

Other provisions relating to the merger are as follows:

Attached

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made as of this 30th day of June, 2009, by and between CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, a Mississippi nonprofit corporation (the "**Merging Entity**"), and CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, INC., a Florida nonprofit corporation (the "**Surviving Entity**").

RECITALS

WHEREAS, the Merging Entity is a nonprofit corporation duly organized and existing under the laws of the State of Mississippi.

WHEREAS, the Surviving Entity is a nonprofit corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, the Merging Entity and the Surviving Entity desire to effect a statutory merger of the Merging Entity with and into the Surviving Entity in the manner herein set forth, and the directors of the Merging Entity and the directors of the Surviving Entity have duly adopted resolutions, by written consent, approving this Agreement.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Merging Entity shall be merged with and into the Surviving Entity in accordance with and upon the following terms and conditions.

ARTICLE I

PARTIES TO PROPOSED MERGER

Section 1.1. The Merging Entity. The name of the company proposing to merge with and into the Surviving Entity is CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, a Mississippi nonprofit corporation.

Section 1.2. The Surviving Entity. The name of the company with and into which the Merging Entity proposes to merge is CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, INC., a Florida nonprofit corporation.

ARTICLE II

TERMS AND CONDITIONS OF PROPOSED MERGER AND EFFECTIVE DATE OF THE MERGER

Section 2.1. General. On the Effective Date of the Merger (as hereinafter defined):

(a) the Merging Entity shall merge with and into the Surviving Entity, which shall survive the merger and continue to be a Florida nonprofit corporation;

(b) all assets of the Merging Entity shall be transferred to the Surviving Entity, subject to all of the Merging Entity's liabilities and obligations, which liabilities and obligations the Surviving Entity shall assume; and

(c) the separate existence of the Merging Company shall cease, and the corporate existence of the Surviving Entity shall continue.

Section 2.2. Effective Date of the Merger. The merger contemplated by this Agreement shall be effective upon the filing of the Articles of Merger with the Florida Secretary of State and the filing of the Articles of Merger with the Mississippi Secretary of State, the time of such effectiveness being hereinafter called the Effective Date.

ARTICLE III

CERTIFICATE OF FORMATION AND NOT FOR PROFIT COMPANY AGREEMENT OF THE SURVIVING ENTITY

The Certificate of Formation of the Surviving Entity shall remain the Certificate of Formation of the Surviving Entity following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of the Surviving Entity shall remain the Bylaws of the Surviving Entity following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

ARTICLE IV

OFFICERS AND DIRECTORS

Any directors and officers of the Surviving Entity in office on the Effective Date of the Merger shall remain the directors and officers of the Surviving Entity, in each case until their respective successors shall have been duly elected and qualified.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

CHARLES H. AND SHIRLEY B.
SIMPSON FOUNDATION, a
Mississippi nonprofit corporation

By: Charles H. Simpson
Charles H. Simpson, President

CHARLES H. AND SHIRLEY B.
SIMPSON FOUNDATION, INC., a
Florida nonprofit corporation

By: Charles H. Simpson
Charles H. Simpson, President