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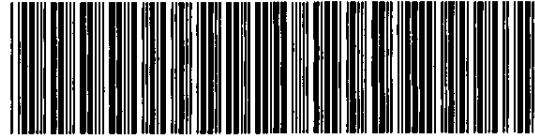
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY - 7 PM 4:52

merger
101 5/8/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MEN AGAINST PROSTATE CANCER CORP.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

KATHY DILLS

(Contact Person)

LAW OFFICE OF MARTIN A. GRUSIN PC

(Firm/Company)

780 RIDGE LAKE BLVD. SUITE 202

(Address)

MEMPHIS TN 38120

(City/State and Zip Code)

For further information concerning this matter, please call:

KATHY DILLS

(Name of Contact Person)

At (901) 682-3450

(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

April 5, 2012

KATHY DILLS
LAW OFFICE OF MARTIN A. GRUSIN PC
780 RIDGE LAKE BLVD - SUITE 202
MEMPHIS, TN 38120

SUBJECT: MEN AGAINST PROSTATE CANCER CORP.
Ref. Number: N12000001709

We have received your document for MEN AGAINST PROSTATE CANCER CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

PLEASE SEE THE ATTACHED PROVISIONS FOR THE PLAN OF MERGER FOR NON PROFIT CORPORATION.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 712A00011077

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)
<u>MEN AGAINST PROSTATE CANCER CORP.</u>	<u>FL</u>	<u>N12000001709</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PROSTATE SURVIVORS ALLIANCE FOUNDATION</u>	<u>OH</u>	<u>1186060</u>
<u> </u>	<u> </u>	<u> </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 / / (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 FEBRUARY 1, 2012.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
8 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

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 FEBRUARY 1, 2012. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 1 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

MEN AGAINST PROSTATE CANCER CORP.

Ronald P. Flynn

RONALD P. FLYNN

PROSTATE SURVIVORS ALLIANCE FOUNDATION

Ronald P. Flynn

~~RONALD P. FLYNN~~

Age Group	Percentage
18-24	10%
25-34	15%
35-44	20%
45-54	25%
55-64	20%
65-74	15%
75-84	10%
85+	5%

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

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

MEN AGAINST PROSTATE CANCER CORP.

FL

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PROSTATE SURVIVORS ALLIANCE FOUNDATION

OH

The terms and conditions of the merger are as follows:

The two not-for-profit corporations will be merged with no consideration and the merging corporation in Ohio shall be dissolved. The surviving corporation shall be Men Against Prostate Cancer Corp. based in the State of Florida.

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:

None