

N 13000005910

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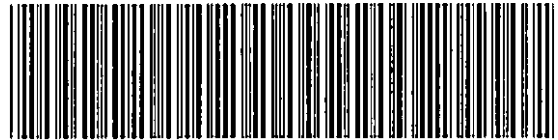
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TALLAHASSEE, FL

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/27/18

NAME: TRAIL LIFE USA INC

TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Trail Life USA, 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:

C. Jones DuBose, Jr.

(Contact Person)

Nexsen Pruet, LLC

(Firm/Company)

1230 Main Street, Suite 700

(Address)

Columbia, SC 29201

(City/State and Zip Code)

For further information concerning this matter, please call:

C. Jones DuBose, Jr.

(Name of Contact Person)

At (803) 540-2086

(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

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ARTICLES OF MERGER

(Not for Profit Corporations)

2018 DEC 27 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FL

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)
Trail Life USA, Inc.	South Carolina	Not applicable

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Youth Adventure Program, Inc.	Florida	N13000005910

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 11:59 p.m. on 12 / 31 / 18 (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(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 December, 2018. The number of directors in office was 7. The vote for the plan was as follows: 7 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 December, 2018. The number of directors in office was 7. The vote for the plan was as follows: 7 FOR 0 AGAINST

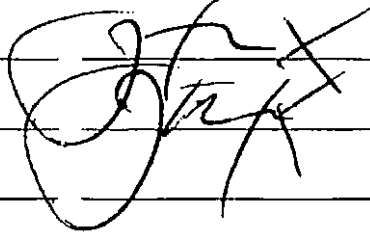
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

Typed or Printed Name of Individual & Title

Trail Life USA, Inc.

A large, stylized handwritten signature in black ink, appearing to read 'John Stemberger', is written over the signature line for Trail Life USA, Inc. and extends slightly into the line for Youth Adventure Program, Inc.

John Stemberger , Chairman

Youth Adventure Program, Inc.

John Stemberger , Chairman

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

Trail Life USA, Inc.

Jurisdiction

South Carolina

The name and jurisdiction of each merging corporation:

Name

Youth Adventure Program, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

See 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:

None

PLAN OF MERGER

1. Participating Corporations. Youth Adventure Program, Inc., a Florida non-profit corporation (the “*Merging Corporation*”) will merge into Trail Life USA, Inc., a South Carolina non-profit corporation, which will be the surviving corporation (the “*Surviving Corporation*”).
2. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name “Trail Life USA, Inc.”
3. Merger. The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the merger’s becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue.
4. Effective Time. The time when the merger becomes effective shall be 11:59 p.m. on December 31, 2018, and is hereinafter referred to as the “Effective Time.”
5. Organizational Documents. The Articles of Incorporation of the Surviving Corporation and the Bylaws of the Surviving Corporation as each exists at the Effective Time shall remain in full force and effect after the Effective Time.
6. Directors. The directors set forth on Exhibit A hereto shall be the directors of the Surviving Corporation after the Effective Time and shall serve in such capacity for the initial terms set forth opposite each such director’s name on Exhibit A.
7. Officers. The officers set forth on Exhibit B hereto shall be the officers of the Surviving Corporation after the Effective Time and shall serve the office set forth opposite each such officer’s name on Exhibit B until such officer’s successor is elected and qualified.
8. Members of the Merging Corporation. The Surviving Corporation shall have no members, and the memberships of the Merging Corporation shall be canceled as of the Effective Time.
9. Charter Organizations of the Surviving Corporation. Upon the effectiveness of the merger, the persons who were members of the Merging Corporation shall automatically be admitted without further action as Charter Organizations (as defined in the Bylaws of the Surviving Corporation), which shall be delegates of the Surviving Corporation as defined in the South Carolina Nonprofit Corporation Act of 1994, with characteristics, qualifications, rights, limitations, and obligations as provided in the Bylaws of the Surviving Corporation.
10. Assets/Liabilities. In accordance with the applicable laws of the States of South Carolina and Florida, the separate existence of the Merging Corporation shall, at the Effective Time, cease and all assets, properties, rights, privileges and franchises of the Merging Corporation shall be vested in the Surviving Corporation and all debts, liabilities, obligations and duties of the Merging Corporation shall attach to the Surviving Corporation.

[Remainder of page intentionally left blank.]

IN WITNESS of their agreement between them as to all of the foregoing, the undersigned have executed this Plan of Merger on December 21, 2018, to be effective as of the Effective Time.

SURVIVING CORPORATION:

Trail Life USA, Inc.

By: 

Print Name: Mark Hancock

Title: CEO

MERGING CORPORATION:

Youth Adventure Program, Inc.

By: _____

Print Name: John Stemberger

Title: Board Chairman

IN WITNESS of their agreement between them as to all of the foregoing, the undersigned have executed this Plan of Merger on December 21, 2018, to be effective as of the Effective Time.

SURVIVING CORPORATION:

Trail Life USA, Inc.

By: _____
Print Name: Mark Hancock
Title: CEO

MERGING CORPORATION:

Youth Adventure Program, Inc.

By: _____
Print Name: John Stemberger
Title: Board Chairman

Exhibit A

Directors

<u>Trustee</u>		<u>Term Ending After the Annual Meeting in:</u>
1	John Stemberger	2021
2	William Stuart Michelson	2020
3	William Patrick Garibay	2020
4	Robert Rye	2021
5	Jeffrey Hudson	2019
6	Stuart Nolan	2021
7	Hezekiah Barge, Jr.	2020

Exhibit B

Officers

John Stemberger	Chairman
William Stuart Michelson	Vice-Chairman
William Patrick Garibay	Treasurer
Robert Rye	Secretary
Mark Hancock	CEO