N13000006878

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:
Laura Cari Advised not to Amend officers At this time.

Office Use Only

600272176806

04/28/15--01026--021 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR 28 PM 2:35

merger/cc

10 5.5.15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Heads Network, 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:

Steven J. Adamczyk, Esq.
(Contact Person)

Goede, Adamczyk, DeBoest & Cross, PLLC
(Firm/Company)

8950 Fontana Del Sol Way, Suite 100
(Address)

Naples, FL 34109
(City/State and Zip Code)

For further information concerning this matter, please call:

Steve Adamczyk At (239) 687-3936
(Name of Contact Person) (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

Goede, Adamczyk & DeBoest, PLLC
ATTORNEYS AND PROFESSIONAL COUNSEL
www.GAD-Law.com
A full service firm serving South Florida

April 22, 2015

VIA CERTIFIED MAIL, RRR:

Amendment Section, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: **Articles of Merger, Plan of Merger**
National Association of Principals of Schools for Girls, a New Hampshire not-for-profit corporation, merger in to The Heads Network, Inc., a Florida not-for-profit corporation

Dear Sir or Madam:

This Firm is assisting the National Association of Principals of Schools for Girls, a New Hampshire not-for- profit corporation, and The Heads Network, Inc., a Florida not-for-profit corporation. Enclosed for filing is the Articles of Merger and the Plan of Merger for the above-named corporations. I have confirmed that you have our Firm's Trust Account check payable to your order in the sum of $78.75, representing the filing fees for the merging corporation ($35.00) and the surviving corporation ($35.00), plus a certified copy of the documents ($8.75).

Please process the enclosed Articles and Plan in your usual manner. Correspondence may be returned to our Firm in the enclosed self-addressed, postage pre-paid envelope, and please do not hesitate to contact me, or my Paralegal, Laura, at 239-687-3936 should there be any additional issues. Thank you for your attention to this matter.

Sincerely,

Steven J. Adamczyk, Esq.

SJA/lc
Enclosures
CC: Client

8950 Fontana Del Sol Way Ste 100
Naples, Florida 34109
239.331.5100 Phone
239-331-5101 Fax

2600 Douglas Road Ste 717
Coral Gables, Florida 33134
239.331.5100 Phone
786-294-6002 Fax

2030 McGregor Boulevard
Fort Myers, Florida 33901
239.333.2992 Phone
239-333-2999 Fax

500 Gulfstream Boulevard Ste 104
Delray Beach, Florida 33483
561-270-3291 Phone
888-202-1679 Fax

'15 APR 28 PM 2:35

OFFICE OF SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES (CERTIFICATE) OF MERGER
FOR A NEW HAMPSHIRE NOT-FOR-PROFIT CORPORATION
INTO A FLORIDA NOT-FOR-PROFIT CORPORATION

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger" are being submitted in accordance with section 617.1101 and section 617.1103 and section 617.1105 of the Florida Statutes and with Sections 293-A:11.02 through Sections 293-A:11.08 of the New Hampshire Statutes.

ARTICLE I:

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

Name and Street Address	Jurisdiction	Entity Type
National Association of Principals of Schools for Girls 42 Norwood Ave. Summit NJ 07901	New Hampshire	Not-for-profit corporation Tax I.D. #36-9009362

ARTICLE II:

The exact name, street address of its principal office, mailing address, jurisdiction, and entity type of the surviving party ("Surviving Corporation") is as follows:

Name and Street Address	Jurisdiction	Entity Type
The Heads Network, Inc. 42 Norwood Ave., Summit NJ 07901	Florida	Not-for-profit corporation Tax I.D. #46-3524581

ARITCLE III:

The Registered Agent for the Surviving Corporation is as follows:

Goede, Adamczyk & DeBoest, PLLC
c/o Steven J. Adamczyk, Esq.
8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34109

ARTICLE IV:

The President of the Surviving Corporation is Sue Bosland. In accordance with Florida Statutes Section 608.422, the President hereby signs and accepts:

Name and Street Address of Entity	Signature and Name	Title or Position
The Heads Network, Inc. 42 Norwood Ave. Summit NJ 07901	Susan C. Bosland Sue Bosland, as President	President

ARTICLE V:

The attached Plan of Merger meets the requirements of section 617.1101 of the Florida Statutes and section 293-A:11.02 of the New Hampshire Statutes, and was approved in accordance with Section 617.1103 of the Florida Statutes and Sections 293-A:11.03 and 293-A:11.04 of the New Hampshire Statutes by written consent on April 16th 2015, by the President of the Surviving Corporation and was executed under authority by written consent on February 25, 2015, by the President of the Merging Corporation.

ARTICLE VI:

The attached Plan of Merger was approved by the Merging Corporation and the Surviving Corporation who are parties to the merger in accordance with Chapter 617 of the Florida Statutes and Section 293-A:11.04 of the New Hampshire Statutes.

ARTICLE VII:

The merger shall become effective as of the date at which it was filed with the Florida Department of State, Division of Corporations. The effect of this merger shall be governed in accordance with Section 293-A:11.07 of the New Hampshire Statutes.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated April 16, 2015.

by: [signature]
Steven J. Adamczyk, Esq.
Registered Agent

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER (hereinafter referred to as the "Plan") is being submitted in accordance with Section 617.1101 of the Florida Statutes and Sections 293-A:11.02 through Sections 293-A:11.08 of the New Hampshire Statutes. The Plan is entered into as of the date the Articles (Certificate) of Merger are first recorded with the Department of State, Division of Corporations, for the State of Florida. This Plan is made by and between **NATIONAL ASSOCIATION OF PRINCIPALS OF SCHOOLS FOR GIRLS, A NOT-FOR-PROFIT CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW HAMPSHIRE** (hereinafter referred to as the "Merging Company"), and **THE HEADS NETWORK, INC., A NOT-FOR-PROFIT CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA** (hereinafter referred to as the "Surviving Company"), also referred to collectively as the "Merged Companies." In addition, it is intended that the merger of the Merging Company with the surviving entity as the Surviving Company (as such terms are defined) will qualify as a tax-free reorganization within the meaning of Internal Revenue Code of 1986, as amended (hereinafter referred to as the "code").

RECITALS

WHEREAS, Merging Company desires to be classified as a Merged Entity reorganized and transferred to a new state and upon completion of the recorded Articles of Merger with the State of Florida and the State of New Hampshire, it shall become dissolved and the Surviving Company shall be the sole entity; and

WHEREAS, the Board of Directors for the Merging Company and the Surviving Company have determined that the merger of the Merging Company into the Surviving Company is advisable and in the best interest of the Merging Company; and

WHEREAS, the members entitled to vote on this plan of the Merged Companies have approved the Plan of Merger on the 24 day of February, ~~2014~~ 2015, and hereby authorize the President of each entity to complete any and all acts necessary ~~to~~ to complete the Plan; and

WHEREAS, the Merged Companies, for U.S. federal income tax purposes, hereby qualify the merger as a liquidation within the meaning of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated therein.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties hereto, being thereunto duly entered into by Surviving Company approved by the Board of Directors and members, and by the Merging Company approved by the Board of Directors and members, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Plan set forth.

ARTICLE I:

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Company") is as follows:

Name and Street Address	Jurisdiction	Entity Type
National Association of Principals of Schools for Girls 23490 Caraway Lakes Dr. Bonita Springs, FL 34135	New Hampshire	Not-for-profit corporation Tax I.D. #36-9009362

ARTICLE II:

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Company") is as follows:

Name and Street Address	Jurisdiction	Entity Type
The Heads Network, Inc. 23490 Caraway Lakes Dr. Bonita Springs, FL 34135	Florida	Not-for-profit corporation Tax I.D. #46-3524581

ARTICLE III:

The Terms, Conditions and Statements in compliance with Chapter 617 of the Florida Statutes and the Florida Not For Profit Corporation Act, and also in compliance with Section 293-A:11.08 of the New Hampshire Statutes and the New Hampshire nonprofit corporation act.

A. The effective date of the merger is to take place on the date the merger is first filed with the State of Florida (hereinafter referred to as the "Effective Date").

B. The Merging Company and the Surviving Company shall be a single entity known as The Heads Network, Inc.

C. The Merging Company shall cease to exist following the Effective Date of the merger.

D. The Merging Company and Surviving Company shall be treated the same for federal income tax purposes and therefore the Surviving Company shall use its own tax identification number.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate locations for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Company is to be preserved in the reorganization and within the Surviving Company.

F. The purpose of the merger is to change locations of the corporation and to allow for the continued management structure in that there is a higher protection against the creditors for the owners afforded under state law in a corporation structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of business.

G. The Surviving Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Company; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Company, shall be vested in the Surviving Company without further act or deed.

H. The cost and basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Company.

ARTICLE IV:

The name and address of the President of the Surviving Company are as follows:

Elizabeth Speers
23490 Caraway Lakes Dr.
Bonita Springs, FL 34135

Under penalties of perjury, I declare that I consent to the above Plan of Merger, and that I have examined this Plan, and to the best of my knowledge and belief, it is true, correct, and complete. As the President of the Merging Company and as the President of the Surviving Company, I further declare that I am authorized to execute this Plan on this 25 day of February, 2015

NATIONAL ASSOCIATION OF PRINCIPALS OF SCHOOLS FOR GIRLS
a New Hampshire not-for-profit corporation

Ele. C Speers
Elizabeth Speers, its President

THE HEADS NETWORK, INC.
a Florida not-for-profit corporation

Ele. C Speers
Elizabeth Speers, its President