

N130000010771

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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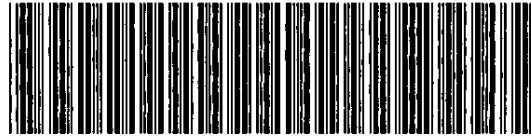
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
17 FEB -6 AM 9:30

FEB 09 2017  
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**COVER LETTER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB -6 AM 9:34

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sisterhood of Stepmoms, 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:

Cheryl Husmann

(Contact Person)

Cheryl Husmann, PLLC

(Firm/Company)

PO Box 7751

(Address)

Edmond, OK 73083

(City/State and Zip Code)

For further information concerning this matter, please call:

Cheryl Husmann

(Name of Contact Person)

At ( 405 ) 285-1548

(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB -6 AM 9:36

**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)
Sisterhood of Stepmoms, Inc.	Oklahoma	2112595076

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sisterhood of Stepmoms, Inc.	Florida	N13000010771
Sisterhood of Stepmoms, Inc.	Oklahoma	2112595076

**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).

**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 January 18, 2017. The number of directors in office was 3. The vote for the plan was as follows: 3 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 January 18, 2017. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

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

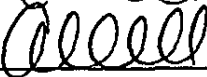
Typed or Printed Name of Individual & Title

Sisterhood of Stepmoms, Inc. (Florida)



Amy Urbach, Director

Sisterhood of Stepmoms, Inc. (Oklahoma)



Amy Urbach, Director

## 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

Sisterhood of Stepmoms, Inc.

Jurisdiction

Oklahoma

The name and jurisdiction of each merging corporation:

Name

Sisterhood of Stepmoms, Inc.

Jurisdiction

Oklahoma

Sisterhood of Stepmoms, Inc.

Florida

The terms and conditions of the merger are as follows:

See attached Agreement of Merger

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

**MERGER AGREEMENT  
BETWEEN**

**SISTERHOOD OF STEPMOMS, INC.  
an OKLAHOMA NONPROFIT CORPORATION**

**AND**

**SISTERHOOD OF STEPMOMS, INC.  
a FLORIDA NONPROFIT CORPORATION**

This Merger Agreement is made on January 18, 2017, between Sisterhood of Stepmoms, Inc. ("Sisterhood Oklahoma"), an Oklahoma nonprofit corporation with its principal office located at 18509 Auburn Meadows Dr., Edmond, Oklahoma 73080, and Sisterhood of Stepmoms, Inc. ("Sisterhood Florida"), a Florida nonprofit corporation with its principal offices located at 12191 SE 92<sup>nd</sup> Court Rd., Summerfield, Florida 34491.

WHEREAS, Sisterhood Oklahoma is not for profit, therefore the corporation does not have authority to issue capital stock; and

WHEREAS, Sisterhood Florida is not for profit, therefore the corporation does not have authority to issue capital stock; and

WHEREAS, the Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their members that Sisterhood Florida be merged into Sisterhood Oklahoma.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the merging corporations agree, pursuant to Title 18 Oklahoma Statutes §1085 and Chapter 617 Florida Statutes §617.1108, that Sisterhood Florida shall be merged into Sisterhood Oklahoma as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the membership of Sisterhood Florida into membership of Sisterhood Oklahoma, as set forth below.

**ARTICLE 1: SISTERHOOD OF STEPMOMS, INC., AN OKLAHOMA NONPROFIT  
CORPORATION TO BE SURVIVING CORPORATION**

1.1 Sisterhood Florida shall be merged into Sisterhood Oklahoma and the corporate existence of Sisterhood Florida shall cease and the corporate existence of Sisterhood Oklahoma shall continue under the name Sisterhood of Stepmoms, Inc., and Sisterhood Oklahoma shall become the owner, without other transfer, of all the rights and property of Sisterhood Florida, and Sisterhood Oklahoma shall become subject to all the debts and liabilities of Sisterhood Florida in the same manner as if Sisterhood Oklahoma had itself incurred them.

## **ARTICLE 2: PRINCIPAL OFFICE**

2.1 The principal office of Sisterhood Oklahoma shall remain the principal office of the Corporation following this merger.

## **ARTICLE 3: OBJECTS AND PURPOSES**

3.1 The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the Corporation following the merger, shall be as set forth in the Bylaws of Sisterhood Oklahoma.

## **ARTICLE 4: ARTICLES OF INCORPORATION**

4.1 The Articles of Incorporation of Sisterhood Oklahoma shall remain unchanged until altered, amended, or repealed as currently provided by the Oklahoma General Corporations Act.

## **ARTICLE 5: Bylaws**

5.1 The present Bylaws of Sisterhood Oklahoma, insofar as not inconsistent with this Merger Agreement, shall be the bylaws of the Corporation following the merger until altered, amended, or repealed as currently provided in the Bylaws.

## **ARTICLE 6: NAMES AND ADDRESSES OF DIRECTORS**

6.1 The names and addresses of the persons who shall constitute the Board of Directors of Sisterhood Oklahoma, following merger, and who shall hold office until the first annual meeting of the members of Sisterhood Oklahoma following merger, are as follows:.

<u>Name</u>	<u>Mailing Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Amy Urbach	18509 Auburn Meadows Dr.	Edmond	OK	73080
Carrie Soares	121 Bancroft Dr.	Bloomington	IL	61704
Gayla Grace	118 Crosscreek Dr.	Bossier City	LA	71111

## **ARTICLE 7: METHOD OF CONVERTING MEMBERSHIP**

7.1 Immediately upon this Agreement of Merger becoming effective, the membership of Sisterhood Florida shall, without any other action on the part of its respective members, become and be converted into members of Sisterhood Oklahoma.



## **ARTICLE 8: EXTRAORDINARY TRANSACTIONS**

8.1 Neither Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement of Merger.

## **ARTICLE 9: SUBMISSION TO VOTING MEMBERS; EFFECTIVE DATE**

9.1 This Agreement of Merger shall be submitted to the voting members of Sisterhood Florida and Sisterhood Oklahoma in the manner provided by 617 Florida Statutes §617.1103 and Title 18 Oklahoma Statutes §1084, and if the votes of voting members of each such Corporation representing all of the total voting members shall be in favor of the adoption of this Agreement of Merger, it shall, subject to the provision so f section 10 of this Agreement of Merger, take effect as the Agreement of Merger of Sisterhood Florida and Sisterhood Oklahoma on the date on which it is filed in the office of the Secretary of State of Oklahoma, together with evidence of its adoption as required by law.


## **ARTICLE 10: ABANDONMENT OF MERGER**

10.1 Anything to the contrary in this Agreement of Merger notwithstanding, if the Board of Directors of Sisterhood Oklahoma, or the Board of Directors of Sisterhood Florida, should determine, either before of after the meeting of the voting members of the respective Corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the Corporation it represents, or the voting members of such Corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the Merger by directing the officers of the Corporations to refrain from executing or filing this Agreement of Merger, and this Agreement shall then be void and of no effect.

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

All of the Directors of Sisterhood Florida and all of the Directors of Sisterhood Oklahoma have executed this Agreement of Merger as of the date first written above.

**SISTERHOOD OF STEPMOMS, INC.**  
an Oklahoma nonprofit corporation



Amy Urbach  
Board Member

Carrie Soares  
Board Member

Gayla Grace  
Board Member

**SISTERHOOD OF STEPMOMS, INC.**  
a Florida nonprofit corporation

Laura Petherbridge  
President and Board Member

Heather Hetchler  
Vice President and Board Member

Carrie Soares  
Treasurer and Board Member

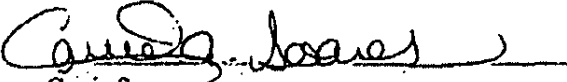


Amy Urbach  
Board Member

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**SISTERHOOD OF STEPMOMS, INC.**  
an Oklahoma nonprofit corporation

\_\_\_\_\_  
Amy Urbach  
Board Member

  
Carrie Soares  
Board Member

\_\_\_\_\_  
Gayla Grace  
Board Member

**SISTERHOOD OF STEPMOMS, INC.**  
a Florida nonprofit corporation

\_\_\_\_\_  
Laura Petherbridge  
President and Board Member

\_\_\_\_\_  
Heather Hetchler  
Vice President and Board Member

  
Carrie Soares  
Treasurer and Board Member

\_\_\_\_\_  
Amy Urbach  
Board Member

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**SISTERHOOD OF STEPMOMS, INC.**  
an Oklahoma nonprofit corporation

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Amy Urbach  
Board Member

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Carrie Soares  
Board Member

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*Gayla Grace*

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Gayla Grace  
Board Member

**SISTERHOOD OF STEPMOMS, INC.**  
a Florida nonprofit corporation

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Amy Urbach  
Board Member

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an Oklahoma nonprofit corporation

\_\_\_\_\_  
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Board Member

\_\_\_\_\_  
Carrie Soares  
Board Member

\_\_\_\_\_  
Gayla Grace  
Board Member

**SISTERHOOD OF STEPMOMS, INC.**  
a Florida nonprofit corporation

*Laura Petherbridge*

\_\_\_\_\_  
Laura Petherbridge  
President and Board Member

\_\_\_\_\_  
Heather Hetchler  
Vice President and Board Member

\_\_\_\_\_  
Carrie Soares  
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\_\_\_\_\_  
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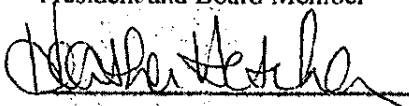
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Amy Urbach  
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