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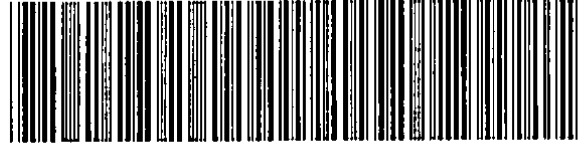
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SEP 10 2019

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Residential Options of Florida, 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:

Callhan F. Soldavini, Esq.

\_\_\_\_\_  
(Contact Person)

Legal Aid Attorney of Collier County, Inc.

\_\_\_\_\_  
(Firm/Company)

4436 Tamiami Trail East

\_\_\_\_\_  
(Address)

Naples, FL 34112

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Callhan F. Soldavini, Esq.

\_\_\_\_\_  
(Name of Contact Person)

At ( <sup>239</sup> ) <sup>298-8141</sup>

\_\_\_\_\_  
(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)**

2019 SEP 10 PM

The following articles of merger are submitted in accordance with the Florida Not For Profit Corp. 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)
Residential Options of Florida, Inc.	Florida	N14000007124

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Roof Housing Trust, Inc.	Florida	N17000007406

**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 \_\_\_\_\_. 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 \_\_\_\_\_.  
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 \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

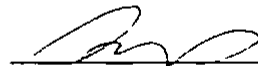
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

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

Typed or Printed Name of Individual &

Residential Options of Florida, Inc.



Sheryl Soukup, Executive Director

Roof Housing Trust, Inc.



Sheryl Soukup, CEO

## **PLAN OF MERGER**

THIS PLAN OF MERGER is entered into on this 3rd day of September, 2019 by and between ROOF HOUSING TRUST, INC., a Florida not-for-profit corporation (or “**TRUST**”), whose address is 3050 Horseshoe Drive N., Naples, FL 34104 and RESIDENTIAL OPTIONS OF FLORIDA, INC., a Florida not-for-profit corporation (or “**ROOF**” or “**Surviving Corporation**”), whose address is 3050 Horseshoe Drive N., Naples, FL 34104, in accordance with Florida Statute 617.1101.

**WHEREAS**, Roof Housing Trust, Inc. filed its Articles of Incorporation with the Florida Department of State, Division of Corporations, on July 17, 2017, Document Number N17000007406; and

**WHEREAS**, Residential Options of Florida, Inc. is a Florida nonprofit organization in good standing that filed its Articles of Incorporation with the Florida Department of State, Division of Corporation, on July 30, 2014, Document Number N14000007124; and,

**WHEREAS**, ROOF and TRUST have the same Board of Directors; and

**WHEREAS**, TRUST desires to merge with the Surviving Corporation in accordance with Chapter 617 of the Florida Statutes, and a Resolution was passed by a majority vote to that effect at a Special Meeting of the Board of Directors on August 27, 2019;

**WHEREAS**, ROOF and TRUST desire all of TRUST’s assets, including its real estate to vest in the Surviving Corporation without reverse on or impairment, including real property located at 2610 Lakeshore Circle, Port Charlotte, FL 33952; and

**WHEREAS**, this Plan and Merger is adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes in August 2019; and

**WHEREAS**, the Surviving Entity desires to amend and restate its Articles of Incorporation, attached and incorporated hereto as **Exhibit “A”**, to include language one purpose of the Surviving Entity may be to maintain a community land trust; and,

**NOW, IN CONSIDERATION OF THE PREMISES OF THE MUTUAL AGREEMENTS SET FORTH IN THIS PLAN, THE PARTIES AGREE AS FOLLOWS:**

Section 1 Merger. TRUST and ROOF shall be merged into a single nonprofit corporation, in accordance with Chapter 617 of Florida Statutes, and the Surviving Corporation shall be known as Residential Options of Florida, Inc.

Section 2 Effective Date. The effective date of the merger shall be the date it is filed with the Florida Secretary of State.

Section 3 Effect of Merger. TRUST desires all of its assets, including its real estate to

vest in the Surviving Corporation without reverse on or impairment, including real property located at 2610 Lakeshore Circle, Port Charlotte, FL 33952; and

- a) At the effective date of merger, TRUST shall cease to exist separately and shall be merged into the Surviving Corporation in accordance with the provisions of this plan of merger and the Act.
- b) The Surviving Corporation shall possess all the rights and privileges of each of the merging corporations. It shall also possess title to all real, personal, and mixed property of and debts due to the merging corporations. Every other interest belonging to or due to each of the merging corporations shall be deemed to be transferred to and vested in the Surviving Corporation without the necessity of further action. The title to any real estate, or to any interest in the real estate, vested in either of the merging corporations shall vest in the Surviving Corporation.
- c) The Surviving Corporation shall assume and be liable for all of the liabilities and obligations of the merging corporations. It may prosecute or defend to judgment any claim existing or any action or proceeding pending by or against any of the merging corporations as if the merger had not taken place, or it may be substituted in place of the merging corporations. The merger shall impair neither the rights of creditors nor any liens upon the property of any of the merging corporations.

#### Section 4 Governing Document.

- a) At the effective date of the merger, the Surviving Corporation's Articles of Incorporation and bylaws, as amended, shall be the governing documents.
- b) The Surviving Corporation's governing documents shall be amended to include a provision that its purpose may be to hold property in a community land trust.

Section 5 Board of Directors. At the effective date of merger, the Surviving Corporation's Board of Directors shall be maintained.

#### Section 6 Representations and Warranties. The merging corporations warrant that:

- a) the profit and losses of TRUST as of the date of this Resolution have been disclosed to ROOF; and
- b) the merging corporations each affirm that they have the authority to merge, and that there are no legal obstacles to such merger.

Section 7 Further Action. From time to time before the effective date of the merger and when requested by either merging corporation, the other corporation will take such actions as the requesting party may deem necessary or desirable and as are reasonable in order to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights,


privileges, powers and franchises and otherwise to carry out the intent and purposes of this Plan of Merger.

Section 8 Governing Law. This Plan of Merger is intended to be performed in the State of Florida, and it shall be construed and enforced in accordance with the laws of Florida.

Section 9 Entire Agreement. This Plan of Merger constitutes the entire agreement between the parties. In the event any provision of this Plan of Merger is deemed void or unenforceable for any reason, the unenforceability shall not affect the remainder of the plan of merger, which shall remain in full force. Waiver by either party of a breach or a violation of any provision or term of this plan of merger shall not be construed to be a waiver of any subsequent breach of the provision or term or of any other provision or term.


IN WITNESS WHEREOF, the undersigned have executed their names in their stated capacities as of this 4th day of September 2019.

Residential Options of Florida, Inc.:

A handwritten signature in black ink, appearing to read 'Sheryl Soukup', is written over a horizontal line.

Name: Sheryl Soukup, Executive Director

ROOF Housing Trust, Inc.:

A handwritten signature in black ink, appearing to read 'Sheryl Soukup', is written over a horizontal line.

Name: Sheryl Soukup, CEO

**Exhibit "A"**  
**to the Plan of Merger for Roof Housing Trust, Inc.**  
Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
RESIDENTIAL OPTIONS OF FLORIDA, INC.**

**ARTICLE I: NAME**

The name of the corporation shall be Residential Options of Florida, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal street address and mailing address of this corporation shall be maintained by the Corporation and amended from time to time.

**ARTICLE III: PURPOSE**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This shall include the purpose of empowering individuals with intellectual and developmental disabilities to successfully obtain and maintain affordable and inclusive housing of their choice and to preserve the affordability of housing for low-income or moderate income people, including people with disabilities, in perpetuity.

**ARTICLE IV: MANNER OF ELECTION**

The Board of Directors shall be elected as provided in the Bylaws.

**ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent shall be determined by the Board of Directors and amended from time to time.

**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator is Sheryl Soukup, 3050 Horseshoe Drive N., Ste. 285, Naples, FL 34104.

**ARTICLE VII: LIMITATIONS OF ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION :

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statute.*

Dated this 3rd day of September 2019.

Residential Options of Florida, Inc.

A handwritten signature in black ink, appearing to read 'Sheryl Soukup', is written over a horizontal line.

Sheryl Soukup, Executive Director and Registered Agent