

NIS000001648

(Requestor's Name)

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☐ PICK-UP

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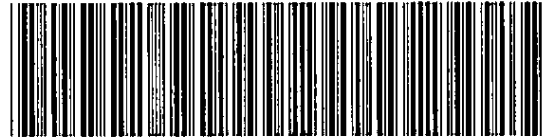
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/06/21--01011--016 **70.00

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SUPREMACY OF STATE
TALLAHASSEE, FL

AUG 10 2021

CLERK



Tanya G. Foreman, Esq.
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Direct Line: 904-638-1164
Fax: 904-567-1066

August 5, 2021

Via Federal Express

Florida Department of State
Division of Corporations
Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Articles and Plan of Merger

To Whom It May Concern:


Enclosed please find Articles of Merger and corresponding Plan of Merger, along with a check in the amount of \$70.00 for the filing fee.

The Cleveland Roamers Inc., an Ohio nonprofit corporation, will be merging into Southern Southwestern Railroad Club, Inc., a Florida nonprofit corporation, **to be effective on August 9, 2021.**

Also, as noted on the enclosed Plan of Merger, Southern Southwestern Railroad Club, Inc. will change its name to: **Rail and Roamers, Inc.**

Please contact me if you have any questions or require additional information to effect this merger.

Sincerely,


Tanya G. Foreman, Esq.

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern Southwestern Railroad Club, 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:

Tanya G. Foreman, Esq.

(Contact Person)

RezLegal, LLC

(Firm/Company)

816 A1A North, Suite 204

(Address)

Ponte Vedra Beach, Florida 32082

(City/State and Zip Code)

For further information concerning this matter, please call:

Tanya G. Foreman, Esq.

(Name of Contact Person)

At (904) 638-1164

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)
Southern Southwestern Railroad Club, Inc.	Florida	NI5000001648

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Cleveland Roamers Inc.	Ohio	201827403816

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FLORIDA
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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 08 / 09 / 2021 (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 08/03/2021. The number of directors in office was four (4). The vote for the plan was as follows: four (4) FOR N/A 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

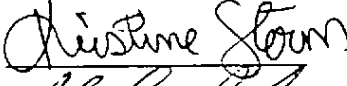
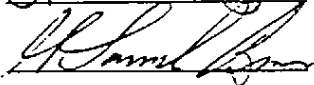
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 08/03/2021. The number of directors in office was four (4). The vote for the plan was as follows: four (4) FOR N/A AGAINST

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TALLAHASSEE, FL

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
Southern Southwestern Railroad Club, Inc		Kristine Storm, President
The Cleveland Roamers Inc.		G. Samuel Benson, President

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**SECRETARY OF STATE
TALLAHASSEE, FL**

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

Southern Southwestern Railroad Club, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

The Cleveland Roamers Inc.

Jurisdiction

Ohio

The terms and conditions of the merger are as follows:

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

The surviving corporation, Southern Southwestern Railroad Club, Inc., is changing its name to "Rail and Roamers, Inc."

Other provisions relating to the merger are as follows:

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