

N1500006171

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE
Helping Hands of Broward, Inc

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FILED

ARTICLES OF MERGER

(Not for Profit Corporations)

2024 DEC 12 PM 1:16

DEPT. OF STATE
TALLAHASSEE, FLORIDA

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)
Helping Hands of Broward, Inc	Florida	N15000006171

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
South Florida Guardianship Program, Inc.	Florida	N45592

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 12 / 12 / 2024 (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)

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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 12, 2024. The number of directors in office was three (3). The vote for the plan was as follows: three (3) FOR zero (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

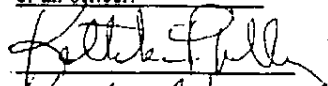
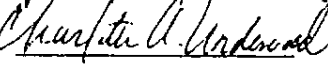
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

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 12, 2024. The number of directors in office was three (3). The vote for the plan was as follows: three (3) FOR zero (0) AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

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<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>
South Florida Guardianship Program, Inc.		Kathleen Phillips, President
Helping Hands of Broward, Inc		Charlotte A. Underwood, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective the 12th day of December 2024, by and between South Florida Guardianship Program, Inc., a Florida not for profit corporation (the "Merging Company"), and Helping Hands of Broward, Inc, a Florida not for profit corporation (the "Surviving Company").

WHEREAS, the officers and directors of the Merging Company and officers and directors of the Surviving Company deem it advisable and generally in the best interests of the Merging Company, the Surviving Company, and their respective owners that the parties effect a merger (the "Merger") pursuant to the applicable laws of the State of Florida, with the Surviving Company being the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **Merger.** At the Effective Time (as defined in Section 5 hereof), the Merging Company will be merged with and into the Surviving Company in a statutory merger pursuant to this Agreement and Plan of Merger and in accordance with applicable provisions of Florida law as follows:

2. **Effect of Merger.** At the Effective Time, (a) the separate existence of the Merging Company shall cease and the Merging Company shall be merged with and into the Surviving Company and the Surviving Company, a Florida not for profit corporation, will be the surviving entity pursuant to the terms of the Articles of Merger to be filed with the Secretary of State of the State of; (b) the Articles of Incorporation of the Surviving Company and the By Laws of the Surviving Company, each as in effect immediately prior to the Effective Time, if any, shall be the Articles of Incorporation and By Laws of the surviving entity until duly amended in accordance with their terms and applicable law; and (c) the Merger shall have all of the effects provided by applicable law.

3. **Filing.** The Surviving Company and the Merging Company shall promptly cause the Articles of Merger in form and substance satisfactory to each party hereto and their respective counsel to be executed and filed with the office of the Secretary of State of the State of Florida.

4. **Conduct of the Merging Company and the Surviving Company.** Until the Effective Time each of Merging Company and the Surviving Company shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.

5. **Effective Time.** The merger shall be effective upon the later to occur of the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

6. **Rights and Liabilities of Merging Company.** At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to the Merging Company, as well as all of the things and causes of action belonging to the Merging Company shall be the property of the Surviving Company as they were the property of Merging Company, and the title to any real estate vested by deed or otherwise in the Merging Company shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

7. **Further Assurances.** If, at any time after the Effective Time, the Surviving Company shall consider or be advised that any further deeds, assignments or assurances in law or any other actions are

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necessary, desirable or proper to vest, perfect or confirm of record or otherwise, in it, the title to any property or rights of the Merging Company and the Surviving Company acquired or to be acquired by reason of, or as a result of, the Merger, the Merging Company and the Surviving Company agree that such entities and their proper officers and owners shall execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Company and otherwise to carry out the purpose of this Agreement and Plan of Merger, and that the proper officers and manager of the Surviving Company are fully authorized and directed in the name of the Merging Company and the Surviving Company or otherwise to take any and all such actions.

8. Governing Law. This Agreement and Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

9. Execution. This Agreement and Plan of Merger may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger this 12th day of December, 2024.

South Florida Guardianship Program, Inc. a Florida not for profit corporation

By: 

Kathleen Phillips, President

Helping Hands of Broward, Inc. a Florida not for profit corporation

By: 

Charlotte A. Underwood, President