

N15000010346

Florida Department of State
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MERGER OR SHARE EXCHANGE

Sisters: Builders of a Just Community, Inc.

Certificate of Status	0
Certified Copy	1
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February 8, 2016

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SISTERS: BUILDERS OF A JUST COMMUNITY, INC.
1464 FALCONCREST BLVD.
APOPKA, FL 32712

SUBJECT: SISTERS: BUILDERS OF A JUST COMMUNITY, INC.
REF: N15000010346

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must remove the dba name from the merging corporation. The corporate name is all that needs to be on the merger document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H16000030765
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Thank you!*

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DIVISION OF CORPORATIONS

16 FEB -5 AM 9:40

ARTICLES OF MERGER

OF

JUSTICE AND PEACE OFFICE, INC.,
a Florida not for profit corporation
Doc# 741264

WITH AND INTO

SISTERS: BUILDERS OF A JUST COMMUNITY, INC.
a Florida not for profit corporation
Doc# N15000010346

Pursuant to Sections 617.1103 and 617.1105 of the Florida Statutes, these Articles of Merger provide as follows:

ARTICLE I

CONSTITUENT ENTITIES

The name and state of organization of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>	<u>FORM/ENTITY TYPE</u>
Justice and Peace Office, Inc., (the " <u>Merging Entity</u> ")	Florida	Not for Profit Corporation
Sisters: Builders of a Just Community, Inc. (the " <u>Surviving Entity</u> ")	Florida	Not for Profit Corporation

The Surviving Entity shall be the surviving entity.

ARTICLE II

PLAN OF MERGER

The Plan of Merger is attached hereto as EXHIBIT A (the "Plan of Merger").

ARTICLE III
APPROVAL OF THE PLAN

The board of directors of the Merging Entity adopted a resolution approving the Plan of Merger and directing that it be submitted to a vote of members of the Merging Entity entitled to vote on the proposed Plan of Merger. The Plan of Merger was adopted by the members of the Merging Entity at a meeting held on February 4, 2016. The Merging Entity's board of directors is comprised of seven (7) directors, constituting the sole members of the Merging Entity. The number of votes cast was sufficient for approval and the vote on the Plan of Merger was as follows: 6 FOR, 0 AGAINST.

The Plan of Merger was adopted by the board of directors of the Surviving Entity by written consent dated February 4, 2016. The Surviving Entity's board of directors is comprised of three (3) directors. The number of votes cast was sufficient for approval and the vote on the Plan of Merger was as follows: 3 FOR, 0 AGAINST.

ARTICLE IV
EFFECTIVE TIME

These Articles of Merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.

ARTICLE V
NAME OF SURVIVING ENTITY

The name of the Surviving Entity shall be "Sisters: Builders of a Just Community, Inc." as provided in the Plan of Merger.

ARTICLE VI
COUNTERPARTS

These Articles of Merger may be executed in any number of counterparts, each of which shall be considered an original, but all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 FEB -5 AM 9:40

IN WITNESS WHEREOF, the undersigned authorized representatives of the constituent organizations have caused these Articles of Merger to be executed as of the 5th day of February, 2016.

JUSTICE AND PEACE OFFICE, INC.,
a Florida not for profit corporation

By: *Norman Velazquez*
Name: *Norman Velazquez*
Title: *President*

SISTERS: BUILDERS OF A JUST COMMUNITY,
INC., a Florida not for profit corporation

By: _____
Name: _____
Title: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 FEB -5 AM 9:40

IN WITNESS WHEREOF, the undersigned authorized representatives of the constituent organizations have caused these Articles of Merger to be executed as of the 5th day of February, 2016.

JUSTICE AND PEACE OFFICE, INC.,
a Florida not for profit corporation

By: _____
Name: _____
Title: _____

**SISTERS: BUILDERS OF A JUST COMMUNITY,
INC.,** a Florida not for profit corporation

By: Sister Ann Kendrick
Name: SISTER ANN KENDRICK
Title: PRESIDENT

16 FEB -5 AM 9:40

EXHIBIT A**PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan") is entered into as of February 5, 2016, by and between **JUSTICE AND PEACE OFFICE, INC.**, a Florida not for profit corporation ("**AFLC**") and **SISTERS: BUILDERS OF A JUST COMMUNITY, INC.**, a Florida not for profit corporation ("**Sisters**").

The parties hereby agree as follows:

1. Effective Date of Merger. The Merger shall be effective upon filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

2. Merger. Subject to the terms and conditions of this Plan and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "Act"), at the Effective Date, AFLC shall be merged with and into Sisters. As a result of the Merger, the separate corporate existence of AFLC shall cease, and Sisters shall continue (a) as the surviving company (the "Surviving Company") and (b) to be governed by the Act.

On the Effective Date and in accordance with the applicable provisions of the Act, the Surviving Company shall succeed to all rights, assets, liabilities, and obligations of AFLC, and the separate existence of AFLC shall cease.

3. Name. The name of the Surviving Company as of the Effective Date will be "Sisters: Builders of a Just Community, Inc."

4. Articles of Incorporation and Bylaws. Commencing as of the Effective Date, the articles of incorporation of Sisters in effect immediately prior to the Effective Date shall be the articles of incorporation of the Surviving Company, and the bylaws of Sisters in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Company, both without change or amendment until thereafter amended in accordance with the provisions thereof and the Act.

5. Gifts and Bequests. Any gifts or bequests to AFLC that are payable or received after the Effective Date shall become the property of the Surviving Company, and the Surviving Company shall have the full authority to receive such gifts and bequests, subject to any terms and conditions associated with such gifts or bequests.

6. Management of the Surviving Company.

(a) Board of Directors. Except as otherwise provided in this Section 6(a), the board of directors of Sisters immediately prior to the Effective Date shall be the governing body

of the Surviving Company (the "Surviving Company Board") immediately following the Effective Date.

(b) *Officers.* The officers of Sisters immediately prior to the Effective Date shall be the officers of the Surviving Company immediately following the Effective Date until their respective successors are duly appointed and qualified or their earlier death, resignation or removal in accordance with the articles of incorporation and bylaws of the Surviving Company.

7. Further Assurances. From time to time, as and when required by a party hereto or by its successors and assigns, there shall be executed and delivered on behalf of such other party such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Sisters the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, and authority of AFLC, and otherwise to carry out the purposes of this Plan, and the officers and directors of Sisters are fully authorized in the name of and on behalf of AFLC or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. Third Party Beneficiaries. Except as expressly provided for herein, it is the intent of Sisters and AFLC that this Plan be solely for their benefit and for the benefit of the Surviving Company and, therefore, except as expressly provided for herein, no person or persons other than AFLC, Sisters and the Surviving Company shall have any right or privileges under this Plan either as third party beneficiaries or otherwise.

9. Entire Agreement; Amendments and Waivers. This Plan and the Articles of Merger represent the entire understanding and agreement between the parties hereto with respect to the subject matter hereof and can be amended, supplemented or changed, and any provision hereof can be waived, only by written instrument making specific reference to this Plan signed by the party against whom enforcement of any such amendment, supplement, modification or waiver is sought. The waiver by any party hereto of a breach of any provision of this Plan shall not operate or be construed as a further or continuing waiver of such breach or as a waiver of any other or subsequent breach. No failure on the part of any party to exercise, and no delay in exercising, any right, power or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of such right, power or remedy by such party preclude any other or further exercise thereof or the exercise of any other right, power or remedy. Except as set forth herein, all remedies hereunder are cumulative and are not exclusive of any other remedies provided by law.

10. Governing Law; Jurisdiction. This Plan shall be governed by, and construed and interpreted in accordance with, the substantive laws of the State of Florida, without regard to the conflicts of law principles thereof. By execution of this Plan, each of the parties hereto submits to the jurisdiction of any federal or state court of competent jurisdiction located in the State of Florida, including any related appellate court, for any action to enforce this Plan and irrevocably waives

any objection such party may now or hereafter have as to the venue of any action or proceeding brought in any such court or that any such court is an inconvenient forum.

11. Severability. If any term or other provision of this Plan is invalid, illegal, or incapable of being enforced by any law or public policy, all other terms or provisions of this Plan shall nevertheless remain in full force and effect so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon determination that any term or other provision is invalid, illegal or incapable of being enforced, the parties hereto shall negotiate in good faith to modify this Plan so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby are consummated as originally contemplated to the greatest extent possible.

12. Binding Effect. This Plan shall be binding upon and inure to the benefit of the parties and their respective legal representatives, successors and permitted assigns. No party may assign (voluntarily, by operation of law or otherwise) this Plan without the prior written consent of the other party hereto.

13. Counterparts; Electronic Copies. This Plan may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument. The execution of this Plan by any party hereto will not become effective until counterparts hereof have been executed by all of the parties hereto. It shall not be necessary in making proof of this Plan or any counterparts hereof to produce or account for any of the other counterparts. Signatures received by facsimile or e-mail of a pdf document (including an electronic copy) may be used for any and all purposes for which an original signature may be used. The parties hereto waive any right to challenge the admissibility or authenticity of this Plan based solely on the absence of an original signature.

[SIGNATURE PAGE FOLLOWS]

This Plan has been executed and delivered by the parties hereto as of the date set forth in the opening paragraph of this Plan.

JUSTICE AND PEACE OFFICE, Inc., a Florida not for profit corporation

By: _____
Name: _____
Title: _____

SISTERS: BUILDERS OF A JUST COMMUNITY, INC., a Florida not for profit corporation

By: _____
Name: _____
Title: _____

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