

N16000005612

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Merge

07/20/21--01024--003 **35.00

05/24/21--01020--012 **43.75

FILED

2021 MAY 24 AM 10:05

JUL 2 / 2021
A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NCU-ISA0

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brian Hinze, Director

(Contact Person)

NCU-ISA0

(Firm/Company)

P. O. Box 3742

(Address)

Centennial, CO 80161-3742

(City/State and Zip Code)

For further information concerning this matter, please call:

Brian Hinze

(Name of Contact Person)

At (813) 431-1221

(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



RECEIVED

2021 JUL 19 PM 12:08

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2021

BRIAN HINZE, DIRECTOR
NCU-ISA0
P.O. BOX 3742
CENTENNIAL, CO 80161-3742

SUBJECT: NCU-ISA0, INC.
Ref. Number: N16000005612

We have received your document for NCU-ISA0, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey
OPS

Letter Number: 521A00015225

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED

2021 MAY 24 AM 10:05

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)
NCU-ISA0	Colorado	20211437376

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NCU-ISA0, Inc.	Florida	N16000005612

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 5-5-21. 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 5-5-21. 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

NCU-ISA0, Inc.

Eugene Fredriksen
E. G. Fredriksen May 17, 2011 20:01:00

Eugene Fredriksen, Executive Director & CEO

NCU-ISA0

Brian D. Hinze

Brian D. Hinze, Director / Treasurer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 5th day of May, 2021, by and between NCU-ISA0, Inc., a Florida Not-for-Profit Corporation, and NCU-ISA0, a Colorado Nonprofit Corporation, pursuant to §§ 7-131-101, *et seq.*, of the Colorado Revised Statutes (C.R.S.).

This Agreement contemplates a transaction in which NCU-ISA0, Inc., a Florida Not-for-Profit Corporation, will merge with and into NCU-ISA0, a Colorado Nonprofit Corporation (the "Merger") upon the terms and conditions set forth herein and in accordance with the laws of the State of Colorado.

RECITALS

NCU-ISA0, Inc., is a Florida Not-for-Profit Corporation in good standing formed on June 3, 2016 and recognized by the IRS as a §501(c)(6) exempt organization;

the Board of Directors of NCU-ISA0, Inc. desires to reincorporate as a Colorado nonprofit corporation; and

NCU-ISA0 was formed on May 5th, 2021, as a Colorado nonprofit corporation for the purpose of facilitating NCU-ISA0, Inc.'s reincorporation; and

It is the intent of the Board of Directors of NCU-ISA0 to continue to operate for the same exempt purposes as NCU-ISA0, Inc.

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

TERMS AND CONDITIONS

1. At the Effective Date (as hereinafter defined) of the Merger, NCU-ISA0, Inc., a Florida Not-for-Profit Corporation, shall be merged with and into NCU-ISA0, a Colorado Nonprofit Corporation, with NCU-ISA0, a Colorado Nonprofit Corporation, continuing its existence as the surviving corporation (hereinafter called the "Surviving Corporation").
2. At the Effective Date, the name of the Surviving Corporation shall be NCU-ISA0.
3. Subsequent to the approval and execution of this Agreement, NCU-ISA0, Inc. and NCU-ISA0 (collectively, the "Constituent Entities") shall each submit this Agreement to their respective boards for approval pursuant to the applicable

provisions of the Colorado Revised Nonprofit Corporation Act and the constituent documents for each of the Constituent Entities.

4. The Merger shall become effective upon the date the Statement of Merger is filed or upon such later effective date as is specified in the Statement of Merger (the "Effective Date").
5. Upon and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges and powers, and shall be subject to all the restrictions and duties of NCU-ISAQ, Inc.; all rights, privileges and powers of NCU-ISAQ, Inc. shall be vested in and be the property of the Surviving Corporation; and all debts, liabilities and duties of NCU-ISAQ, Inc. shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
6. This Agreement and Plan of Merger shall be approved by a majority vote of the respective boards of directors of NCU-ISAQ, Inc. and NCU-ISAQ.
7. Each party agrees that the Department of State for Florida is irrevocably appointed as the NCU-ISAQ's registered agent for services of process for the obligations set for in paragraph (5) above in compliance with Florida Statute 617.1 107.
8. The Articles of Merger and Statement of Merger documents, as attached to this Agreement, shall be filed with the Florida Department of State and the Colorado Secretary of State.

This Agreement and Plan of Merger was unanimously adopted at the joint meeting of the Boards of NCU-ISAQ, Inc., a Florida Not-For-Profit Corporation, and NCU-ISAQ, a Colorado Nonprofit Corporation, on May 5th, 2021.

Gene Fredriksen
Gene Fredriksen, May 5, 2021 15:24 EDT

Gene Fredriksen, Executive Director & CEO
NCU-ISAQ, Inc., a Florida Not for Profit Corporation



Brian Hinze, Director/Treasurer
NCU-ISAQ, a Colorado Nonprofit Corporation

5-5-21

Date

5-5-21

Date

ATTACHMENTS (2):