

N17000001308

(Requestor's Name)

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(City/State/Zip/Phone #)

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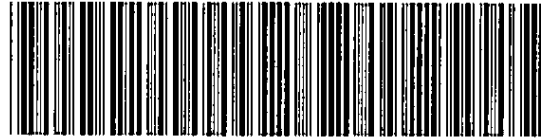
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Beyond90 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:

Barton Chelf

(Contact Person)

Beyond90

(Firm/Company)

PO Box 47773

(Address)

Jacksonville FL 32247

(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FL

For further information concerning this matter, please call:

Barton Chelf

(Name of Contact Person) At (904) 509-6946

(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)

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SECRETARY OF STATE
TALLAHASSEE, FL

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)
Beyond90, Inc	Florida	N17 - 1308

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Project for Healing	Florida	N16 - 6287

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 February 2, 2021.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
5 FOR 0 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 February 2, 2021. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 FOR 0 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

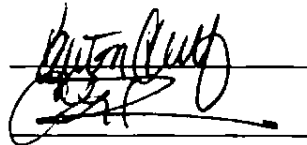
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

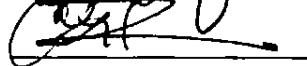
Typed or Printed Name of Individual & Title

Beyond90, Inc



Barton Chelf, President

Project for Healing



Christine Rothberg, Executive Director

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

Beyond90, Inc

Jurisdiction

Florida

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

Name

Project for Healing

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

see attached

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

none

Other provisions relating to the merger are as follows:

see attached plan of merger

Merger Plan

THIS MERGER Plan is made on February 2, 2021 by and between Project For Healing, Inc. 6015 E Morrow St. Suite 120, Jacksonville, Florida 32217. ("P4H"), and Beyond90, Inc of 4000 Spring Park Rd Unit C4, Jacksonville, Florida 32207. ("B90").

On completion of the merger, P4H will be dissolved leaving B90 as the surviving entity which will continue to be known as Beyond90, Inc after the merger is complete. The surviving entity will continue its registration in the state of Florida.

RECITALS

P4H Dissolving Entity

P4H is a Nonprofit duly organized, validly existing, and in good standing under the laws of Florida.

B90 Surviving Entity

B90 is a Nonprofit duly organized, validly existing, and in good standing under the laws of Florida.

Beyond90, Inc Final Entity

Beyond90, Inc is to be the surviving entity, as that term is defined in the state statute, to the merger described in this agreement.

MERGER

Surviving Entity

Subject to the terms and conditions of this Agreement, on February 2, 2021, P4H shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of P4H shall cease and the entity shall continue as the surviving entity Beyond90, Inc.

Certificate of Merger

B90 shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which P4H holds real property.

Further Assignments or Assurances

If at any time B90 considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in B90 the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of P4H, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in B90, and otherwise carry out the provisions of this Agreement.

DISTRIBUTION OF ASSETS

Assets of P4H

The P4H agrees that within 15 days of merger, all assets will be transferred to B90. P4H will not close bank account until it has been confirmed that Department of Health grant money is being received by B90. All physical assets will be moved to new B90 office.

Conversion

As both entities are nonprofits, there are no ownership interests that need to be paid out to the dissolving entity (P4H).

MANAGEMENT OF SURVIVING ENTITY

Management and Control

The surviving entity (B90) has the sole and exclusive control of the new entity, subject to any limitations in the articles and operating agreement of the surviving entity.

Directors and Officers

At P4H final Board Meeting, the Board will vote to dissolve with the intent of merging with B90. Immediately after P4H Board Meeting, B90 will hold its Board Meeting to vote on bringing all of P4H programming, assets and liabilities under B90.

Post Merging Responsibilities

P4H will be responsible for electronically filing the Articles of Dissolution with the State of Florida. P4H will also be responsible for filing any necessary 2021 documents with the IRS or State of Florida relating to still having operated in 2021.

INTERPRETATION AND ENFORCEMENT

Notices

Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by email (receipt of email acknowledged). Deliveries by certified mail will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

Applicable Law

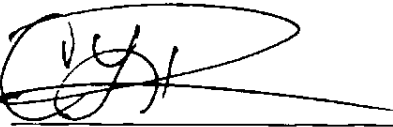
The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

Approvals

The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

This Merger Agreement shall be signed by Christine Rothberg, Executive Director, on behalf of Project For Healing, Inc. and by Barton Chelf, President on behalf of Beyond90, Inc.

Project For Healing, Inc.:

By: 
By Christine Rothberg, Executive Director

Date: 2 | 2 | 21

Beyond90, Inc:

By: 
By Barton Chelf, President

Date: 2-2-21