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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Believe in the Children 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:

Attorney Bridget C. Trainor

\_\_\_\_\_  
(Contact Person)

Elliott & Trainor, P.C.

\_\_\_\_\_  
(Firm/Company)

1005 W. Loras Drive

\_\_\_\_\_  
(Address)

Freeport, IL 61032

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Attorney Bridget C. Trainor

\_\_\_\_\_  
(Name of Contact Person)

At ( 815 ) 233-1022

\_\_\_\_\_  
(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)
Believe in the Children Inc.	Illinois	72085787

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Believe in the Children Inc.	Florida	N18000008782

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CLERK OF COURT  
JAN 30 2020

**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.

**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 January 21, 2020. The number of directors in office was 5. The vote for the plan was as follows: 5 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 January 21, 2020. The number of directors in office was 4. The vote for the plan was as follows: 4 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

Believe in the Children Inc.

Patti J. Jennings, President

Believe in the Children Inc.

Patti J. Jennings, President

## 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

Jurisdiction

Believe in the Children Inc.

Illinois

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

Name

Jurisdiction

Believe in the Children Inc.

Florida

The terms and conditions of the merger are as follows:

See Plan of Merger attached hereto.

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 Plan of Merger attached hereto.

## PLAN OF MERGER

This Plan of Merger is entered into as of January 21, 2020, by and between Believe in the Children Inc., a Florida not-for-profit corporation authorized to transact business in Illinois, (hereinafter referred to as "BITC-FL"), and Believe in the Children, Inc., an Illinois not-for-profit corporation, (hereinafter referred to as "BITC-IL").

WHEREAS, BITC-IL is a not-for-profit corporation organized and existing under Illinois law with its principal offices situated at 220 First Street, Forrester, Illinois 61030;

WHEREAS, BITC-FL is a not-for-profit corporation organized and existing under Florida law with its principal offices situated at 11809 W. Riverhaven Dr., Homosassa, Florida, 34448;

WHEREAS, the boards of directors of the constituent not-for-profit corporations deem it desirable and in the best business interests of the corporations that BITC-FL be merged into BITC-IL. This merger will be pursuant to the provisions of the Illinois General Not For Profit Corporation Act (805 ILCS 105/111.05 et seq.), in order that the transaction will qualify as a "reorganization" within the meaning of 26 U.S.C. A § 368(a)(1)(A), as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** BITC-FL will merge with BITC-IL, which shall be the surviving corporation. The name of the surviving corporation shall be Believe in the Children Inc.
2. **Governing Law.** The governing law of the surviving corporation shall be the law of the State of Illinois.
3. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation, BITC-FL will cease and the surviving corporation, BITC-IL will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of the absorbed corporation without the necessity for any separate transfer. The surviving corporation will then be responsible and liable for all liabilities and obligations of the absorbed corporation. Neither the rights of creditors nor any liens on the property of the absorbed corporation will be impaired by the merger.
4. **Changes in articles of incorporation.** The articles of incorporation of BITC-IL shall become the effective articles of incorporation of the surviving corporation.
5. **Changes in bylaws:** BITC-IL's bylaws will become the bylaws of the surviving corporation following the effective date of the merger.
6. **Directors and officers.** The directors and officers of BITC-FL will be the directors and officers of BITC-IL for the full unexpired terms of their offices and until their successors have been elected/appointed and qualified on the effective date of the merger.

7. **Prohibited transactions.** Neither of the constituent corporations will, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **Approval by directors.** This agreement of merger will be submitted for the approval of the boards of directors of the constituent corporations in the manner provided by the applicable laws of Illinois at meetings to be held on or before January 31, 2020 or at another time determined by the boards of directors of the constituent corporations.

9. **Effective date of merger.** The effective date of merger will be the date when Articles of Merger are filed by the Secretary of State.

10. **Abandonment of merger.** In no event shall this agreement of merger be abandoned by either BITC-FL or BITC-IL

11. **Execution of agreement.** This agreement of merger may be executed in any number of counterparts. Each counterpart will constitute an original instrument.

Executed on behalf of the parties by their officers and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

BELIEVE IN THE CHILDREN INC.,  
a Florida not-for-profit corporation

By: 

Patti J. Jennings, President

Attest: 

Secretary

BELIEVE IN THE CHILDREN INC.,  
an Illinois not-for-profit corporation

By: 

Patti J. Jennings, President

Attest: 

Secretary