

N19366

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

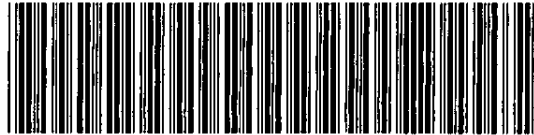
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200119022182

EFFECTIVE DATE
03-01-08

02/29/08--01019--021 **78.75

FILED
06 FEB 29 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C. Goulette MAR 03 2008

LAW OFFICE OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY

ADMITTED IN FLORIDA,
WEST VIRGINIA &
VIRGINIA

BOARD CERTIFIED TAX LAWYER

TELEPHONE (407) 629-8333
FACSIMILE (407) 629-8252

February 28, 2008

Via: UPS OVERNIGHT

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: Merger Section

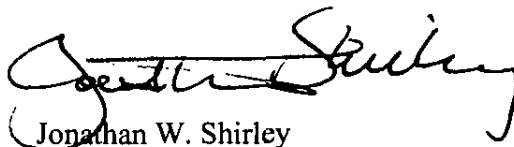
Re: Articles Of Merger Of Lifework Leadership, Inc. With And Into The
Gathering/USA, Inc.

Dear Clerk:

Please file the enclosed Articles of Merger with Exhibit "A", Plan of Merger, attached for the above referenced entity and return a certified copy to this office. Enclosed is my firm check, number 5898, in the amount of Seventy-Eight and 75/100 Dollars (\$78.75) for the filing fee of \$70.00 (\$35.00 per party) and the certified copy fee of \$8.75.

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/sy
cc: Larry Kreider

Enclosures. Articles of Merger; and
Firm check #5898.

ARTICLES OF MERGER OF
LIFEWORk LEADERSHIP, INC. WITH AND INTO
THE GATHERING/USA, INC.

RECEIVED DATE
03-01-08

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PARTIES TO MERGER

LIFEWORk LEADERSHIP, INC., a Florida not for profit corporation, Florida Document Number N43686 (the "Merging Corporation") hereby merges with and into THE GATHERING/USA, INC., a Florida not for profit corporation, Florida Document Number N19366 (the "Surviving Corporation") in accordance with the terms set forth below.

ARTICLE II - PLAN OF MERGER

A. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation at a duly called meeting on February 22, 2008, with a quorum of 7th directors present, at which 7th voted in favor of the Plan of Merger, noth directors abstained, and noth directors voted against the Plan of Merger. The total number of Directors of the Merging Corporation is seven (7). By written consent pursuant to Florida Statute Section 617.0701 a majority of the members of the Merging Corporation approved and adopted the Plan of Merger on February 22nd, 2008.

eight (8)

B. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation at a duly called meeting on February 15, 2008 at which a quorum of 10 directors were present, 8 directors voted in favor of the Plan of Merger, and 2 directors abstained. The total number of Directors of the Surviving Corporation is thirteen (13). The Surviving Corporation has no members.

C. The Plan of Merger is attached hereto as Exhibit "A".

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the 1st day of March, 2008.

DATED this 22nd day of February, 2008.

LIFEWORk LEADERSHIP, INC.

By: _____

STEVEN FRENCH

, President

THE GATHERING/USA, INC.

By: _____

Larry Kreider

, President

FILED
08 FEB 29 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of February, 2008, by THE GATHERING/USA, INC., a Florida not for profit corporation, by Larry Kreider, its President, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ as identification and did not take an oath.



Kathy D. Pierson
Signature of Notary

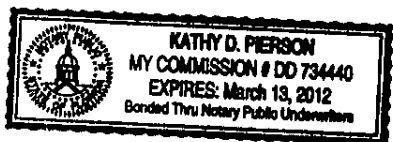
Kathy D. Pierson
Name of Notary, typed, printed or stamped
Notary Public, State of Florida

(NOTARY'S SEAL)

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 22nd day of February, 2008, by LIFEWORK LEADERSHIP, INC., a Florida not for profit corporation, by Steven French, its President, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ as identification and did not take an oath.



Kathy D. Pierson
Signature of Notary

Kathy D. Pierson
Name of Notary, typed, printed or stamped
Notary Public, State of Florida

(NOTARY'S SEAL)

PLAN OF MERGER OF
LIFEWORk LEADERSHIP, INC. WITH AND INTO
THE GATHERING/USA, INC.

1. LIFEWORk LEADERSHIP, INC., a Florida not for profit corporation ("LIFEWORk"), shall merge with and into THE GATHERING/USA, INC., a Florida not for profit corporation ("THE GATHERING"), with THE GATHERING as the surviving corporation.

2. Upon the consummation of the merger of LIFEWORk with and into THE GATHERING, the separate existence of LIFEWORk shall cease. THE GATHERING, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real, personal, tangible or intangible, and all interests, rights, privileges, powers and franchises of THE GATHERING shall not be affected by the merger, and upon the merger THE GATHERING, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real, personal, tangible and intangible and all interests, rights, privileges, powers and franchises of LIFEWORk prior to the merger as provided in Section 617.1106 of the Florida Statutes. Further, as provided in Section 617.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with LIFEWORk shall be preserved and remain unimpaired by the merger, all liens upon the properties of LIFEWORk shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of LIFEWORk shall henceforth attach to THE GATHERING and may be enforced against THE GATHERING to the same extent as if such obligations and duties has been incurred by THE GATHERING. Additionally, any existing claim or action or proceeding pending by or against LIFEWORk or THE GATHERING may be continued as if the merger did not occur and THE GATHERING may be substituted in such proceedings for LIFEWORk.

3. The Articles of Incorporation of THE GATHERING in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of THE GATHERING.

4. Upon consummation of the Merger the Board of Directors of LIFEWORk shall dissolve and all rights and interests of its members shall terminate.