

N20000003533

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Name:	US OPEN EDUCATION RESOURCES FOUNDATION, INC.
Document #:	
Order #:	12856380

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Amount: \$	70.00
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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)
US Open Education Resources Foundation, Inc.	Florida	N20000003533

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
US Open Education Resources Foundation, Inc.	Georgia	15041037
US Open Education Resources Foundation, Inc.	Florida	N20000003533
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 04 / 10 / 2020 (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 April 6, 2020. The number of directors in office was Three (3). The vote for the plan was as follows: Three (3) FOR Zero (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 April 6, 2020. The number of directors in office was Two (2). The vote for the plan was as follows: Two (2) FOR Zero (0) AGAINST

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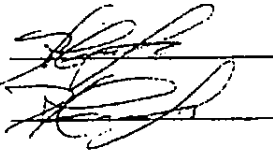
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

Typed or Printed Name of Individual & Title

US Open Education Resources
Foundation, Inc. (Georgia)
US Open Education Resources
Foundation, Inc. (Florida)



Harold Lincoln Miller, Jr., President

Harold Lincoln Miller, Jr., President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**"), is made and entered into as of April 10, 2020, by and between **US OPEN EDUCATION RESOURCES FOUNDATION, INC.**, a Georgia nonprofit corporation (the "**Merged Entity**"), and **US OPEN EDUCATION RESOURCES FOUNDATION, INC.**, a Florida not-for-profit corporation (the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Merged Entity desires to merge with and into the Surviving Entity;

WHEREAS, the Board of Directors of the Merged Entity deems it advisable and in the best interests of the Merged Entity that it be merged with and into the Surviving Entity, on the terms and conditions set forth herein and in accordance with the Georgia Nonprofit Corporation Code and the Florida Not For Profit Corporation Act; and

WHEREAS, the Board of Directors of the Surviving Entity deems it advisable and in the best interests of the Surviving Entity that the Surviving Entity merge with the Merged Entity and that the Surviving Entity shall be the surviving entity.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE I MERGER

Subject to the terms and conditions set forth in this Agreement and Plan of Merger, on the Effective Date (as defined in Article II hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with applicable provisions of Florida law (the "**Merger**"). The separate existence of the Merged Entity shall cease at the Effective Date and the existence of the Surviving Entity shall be unaffected and unimpaired by the Merger. The Surviving Entity shall continue to exist and to be governed by the laws of the State of Florida under the corporation name "**US OPEN EDUCATION RESOURCES FOUNDATION, INC.**"

ARTICLE II EFFECTIVE DATE

The Merger contemplated by this Agreement and Plan of Merger shall become effective on April 10, 2020, or upon the filing of the Articles of Merger with the Georgia Secretary of State and the filing of the Articles of Merger with the Florida Department of State (the "**Effective Date**").

ARTICLE III BOARD OF DIRECTORS

The Board of Directors of the Surviving Entity in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Board of Directors of the Surviving Entity.

ARTICLE IV EFFECTS OF THE MERGER

On the Effective Date, all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Entity shall be taken and be deemed to be transferred to and vested in the Surviving Entity and shall be thereafter as effectively the property of the Surviving Entity as they were the property of the Merged Entity. The title to any property, real, personal, tangible or intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Entity shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Entity. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Entity shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it. The Surviving Entity expressly acknowledges that upon the Merger becoming effective the specific obligations of Merged Entity regarding donor restrictions on donated funds shall henceforth become the express obligations of the Surviving Entity. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Entity shall continue unaffected and unimpaired by the Merger, except as modified by this Agreement.

ARTICLE V APPROVAL

The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors of the Merged Entity by written consent dated April 6, 2020, and by the Board of Directors of the Surviving Entity by written consent dated April 6, 2020.

ARTICLE VI ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, upon the Merger becoming effective, be and remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

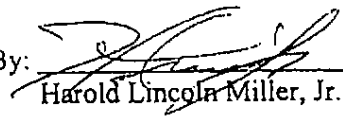
MERGED ENTITY:

US OPEN EDUCATION RESOURCES
FOUNDATION, INC., a Georgia nonprofit
corporation

By: 
Harold Lincoln Miller, Jr., President

SURVIVING ENTITY:

US OPEN EDUCATION RESOURCES
FOUNDATION, INC., a Florida not-for-profit
corporation

By: 
Harold Lincoln Miller, Jr., President

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