

725049

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

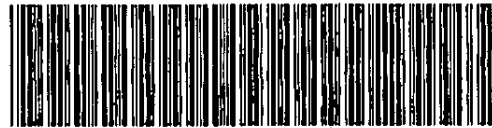
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Document was filed
with errors on 8-8-16.
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8-31-16 & kept file
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DC
11/01/16

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08/08/16--01019--023 **78.75

SECRETARY OF STATE
TALLahassee, FL 32309

2016 AUG 08 P 12:06

FILED

Merger
w/ NAME
CHANGE
11/01/16
DC

FILED
AUG 17 2016
TALLahassee, FL
M

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Habitat for Hummanity of Washington County, Inc. and Jackson County, Habitat for Hummanity, Inc.

DOCUMENT NUMBER: N99000000091 and N25049

The enclosed *Mergers +* Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Martha Eskuchen

Name of Contact Person

Martha S. Eskuchen Attorney at Law

Firm/ Company

4442 Lafayette St.

Address

Marianna, FL 32446

City/ State and Zip Code

mselaw@gmail.com And

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martha S. Eskuchen

at (850) 526-5004

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
| | <i>Surrounding</i> <u>25.00 2nd Co.</u> <u>\$78.75</u> | | |

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF MERGER
(Not for Profit Corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to the provisions of section 617.1105 Florida Statutes.

FILED
14 AUG 10 PM 12:06
STATE
CLERK

FIRST: The name and jurisdiction of the surviving corporation:

Name _____ Jurisdiction _____ Document Number _____

JACKSON COUNTY HABITAT FOR HUMANITY, INC. Florida N25049

Effective date: 02/26/1988

SECOND: The name and jurisdiction of the merging corporation:

Name _____ Jurisdiction _____ Document Number _____

HABITAT FOR HUMANITY WASHINGTON COUNTY, INC., Florida N99000000091

Effective date: 01/05/1999

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

FIFTH: Adoption of Merger by surviving corporation:

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 of the surviving corporation on June 28, 2016. The number of directors in office was 16. The vote for the plan was as follows: 16 FOR 0 AGAINST

SIXTH: Adoption of Merger by merging corporation:

There are no members or members entitled to vote on the plan of merger.

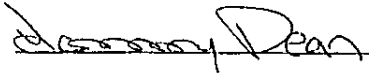
The Plan of Merger was adopted by the board of directors of the merging corporation on June 21, 2016. The number of directors in office was 7. The vote for the plan was as follows: 7 FOR 0 AGAINST

The Plan of Merger was adopted by the newly created board of directors on July 21, 2016.

SEVENTH: SIGNATURES FOR EACH CORPORATION

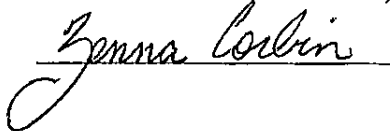
Name of Corporation Signature of Officer Typed Name of Individual + Title

JACKSON COUNTY HABITAT FOR HUMANITY, INC.



Tammy Dean, President

HABITAT FOR HUMANITY WASHINGTON COUNTY, INC.



Zenna Corbin, President

EIGHTH: The name of the surviving corporation is amended:


From: JACKSON COUNTY HABITAT FOR HUMANITY, INC.

To: CHIPOLA AREA HABITAT FOR HUMANITY, INC.

Original execution the 28th day of July, 2016.

Updated execution the 31st day of August, 2016.

Signature: _____


By Tammy Dean, President

Board of Directors and Terms for CAHFH

| Name | Address | Term Ends |
|---------------------|---|-----------|
| Anderson, Eric | 679 Carver Circle, Alford FL 32420 | 2017 |
| Baggett, Amber | 4349 Folsom Street, Marianna, FL 32446 | 2019 |
| Daniel, Kevin | 4500 Red Oak Tr., Marianna, FL 32446 | 2019 |
| Dean, Jennie Ann | 4362 Wilton Street, Marianna, FL 32446 | 2019 |
| Dean, Tammy | 3097 Fourth Street, Marianna, FL 32446 | 2018 |
| English, Randy | 3062 Old US Road, Marianna, FL 32446 | 2018 |
| Ephriam, Travis | 4253 Cedar Street, Marianna, FL 32448 | 2019 |
| Husted, Linda | 2424 White Pond Church Rd., Marianna, FL 32448 | 2019 |
| King, Karen | 2864 Wildwood Circle, Marianna, FL 32448 | 2019 |
| Krunfolz, Stephen | 2974 Sunrise Drive, Marianna, FL 32448 | 2019 |
| Lamb, Margo | 5231 Oak Drive, Marianna, FL 32446 | 2017 |
| Morgan, Isaiah | 2032 Highway 73, Marianna, FL 32448 | 2018 |
| Sims, Leo | 3758 Sylvania Plantation Rd., Greenwood, FL 32443 | 2017 |
| Tanner, Lynwood | 3377 Dora Lee Rd., Cottondale, FL 32431 | 2019 |
| Ward, Allen | 4472 Putnam Street, Marianna, FL 32446 | 2018 |
| Yoder, Phillip | 26616 Joy Fields Rd., Blountstown, FL 32424 | 2018 |
| Andrews, Tracy | PO Box 604, Chipley, FL 32428 | 2019 |
| Davis, Gail | 1225 Justice Rd., Cottondale, FL 32431 | 2019 |
| Goulding, Debbie | PO Box 615, Chipley, FL 32428 | 2018 |
| Knight, Kim | 1561 Seab Lane, Chipley, FL 32428 | 2019 |
| Weiland, Linda | 1559-A Seab Lane, Chipley, FL 32428 | 2019 |
| Whittington, Brenda | 1143 Whittington Rd. Chipley, FL 32428 | 2018 |
| Whittington, Steve | 1143 Whittington Rd. Chipley, FL 32428 | 2019 |

Board Member Nomination Procedures

The merger committee formed of members of the merging corporations will nominate the initial board of directors. Afterwards, a nominating committee will prepare a slate of nominations for vacant positions. See Article 3, section 3 for election process.

□ **Provisions acknowledging the transfer of the rights, assets, debt, liabilities of the merging corporations to the surviving corporation:**

Jackson County Habitat for Humanity and Habitat for Humanity Washington County have agreed as evidenced by their respective signatures on this document that all the rights, assets, debt, liabilities of Habitat for Humanity Washington County will be transferred to Chipola Area Habitat for Humanity, formerly known as Jackson County Habitat for Humanity, the surviving corporation.

□ **Recital that board of directors of each merging corporation believes merger is in the best interest of each corporation and agrees with this plan of merger:**

Exhibit 1- Board of director's resolution Washington County Habitat for Humanity dated 06/21/2016

Board of director's resolution Wood County Habitat for Humanity dated 06/28/2016

□ **Provision attesting that the merging corporations have each obtained written permission of HFHI to merge [the document granting permission should be referenced as an attachment or addendum]:**

Exhibit 2- HFHI Permission (to be included when available)

□ **Provisions for amending (consolidation) the bylaws of the surviving corporation:**

Exhibit 3- Bylaws of Chipola Area Habitat for Humanity, Inc.

□ **Provisions for filing the articles of merger, amending the articles of incorporation of the surviving corporation, and dissolving the merging corporation:**

Exhibit 4- Articles of merger to be filed with Florida Secretary of State, which includes change of name from Jackson County Habitat for Humanity to Chipola Area Habitat for Humanity, Inc.

Exhibit 5 - Amended and restated Articles of Incorporation of Chipola Area Habitat for Humanity, to be filed with Florida Secretary of State,

Exhibit 6 - Certificate of merger to be filed for Chipola Area Habitat for Humanity

□ Provisions for legally dissolving the merging corporations:

Certificate of merger in Florida handles the dissolving of Habitat for Humanity Washington County, Inc. However, a Board Resolution for Dissolution is attached.

□ Attestation as to handling of homeowners/ partner families,i.e. that partner families will be notified of this change, and that all step are taken to ensure accounts are not negatively affected by merger:

A notification to existing homeowners in Washington County will be sent immediately, explaining the merger and informing them of the new address for payments to be mailed. A number of envelopes will be sent to each homeowner for ease of mailing.

A different notification to existing homeowners in Jackson County will be sent immediately, explaining the merger and name change. Payment procedures for Jackson County homeowners will not change.

Exhibit 7- Notification to Washington County homeowners

Exhibit 8 - Notification to Jackson County homeowners

□ Provisions on transactions that are outside the normal course of business by the merging corporations,e. g.restrictions, if any on any fundraising and/ or construction:

Outstanding transactions include:

- 1) None are noted at this time.

□ A communications plan that outlines the purpose and policies of the new entity for staff, volunteers, donors (one specific to major donors) and homeowners:

Exhibit 9 - Communications Plan

□ Communication plan for other stakeholders as defined by each affiliate:

Included in "Communications plan"

□ Provision to give authority to new organization to have legal authority over dissolved organization if the need would ever arise:

Exhibit 10 - Authorization

□ We have reviewed through the due diligence process, all mortgages and titled assets owned by each of the dissolving affiliates and agree with their current status and accept them as the assets and liabilities they are. Furthermore we agree to house all mortgages, titles and legal documents at the principal office of the corporation in a fire safe filing cabinet.

□ : There will be no change in staffing through this merger. Chipola Area Habitat for Humanity, Inc. (formerly known as Jackson County Habitat for Humanity) will continue the employment of the current Executive Director of Jackson County Habitat for Humanity to be the Executive Director of Chipola Area Habitat for Humanity, Inc. This is not intended to be an employment contract and the future employment of the Executive Director will be determined by the Board of Directors. All other staff will stay in place or positions created through this merger and be aligned to report either directly or indirectly to the Executive Director. No member of staff will report directly to the board or any member of the board except the Executive Director. The Executive Director is continued to be given authority over the staff of the affiliate and the board of directors will work with the Executive Director to budget for the needed staff to carry out the plans of the organization the board sets forth.

Chipola Area Habitat for Humanity, Inc. (formerly known as Jackson County Habitat for Humanity) will continue the employment of other positions that currently exist within the structure of Jackson County Habitat for Humanity. This is not intended to be an employment contract and the future employment of the all staff will be determined by the immediate supervisor according to personnel policies of Chipola Area Habitat for Humanity, Inc.

Merger plan approved by the board of directors of Jackson County Habitat for

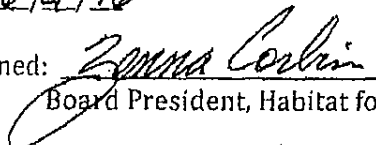
Humanity Inc. on 6/28/2016

Signed: 
Board President, Jackson County Habitat for Humanity, Inc.

Dated: 6/27/16

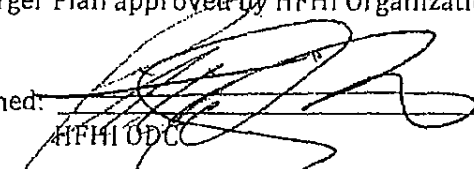
Merger plan approved by the board of directors of Habitat for Humanity Washington
County Inc.

on 6/21/16

Signed: 
Board President, Habitat for Humanity Washington County, Inc.

Dated: Jun. 21, 2016

Merger Plan approved by HFHI Organizational Development Consultant

Signed: 
HFHI ODC

Dated: 7-16-2016