

To: The Florida Dept. of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page 2 of 14

Division of Corporations

<https://efile.sunbiz.org/scripts/efilecovr.exe>

N32930

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000137692 3)))



H100001376923ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000447.126744

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE ANTHONY HOUSE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	21
Estimated Charge	\$78.75

FILED
10 JUN 11 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Ming 6/16/10
XOC

To: The Florida Dept. of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page: 1 of 14

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
6/11



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
6/11

June 14, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ANTHONY HOUSE, INC.
6215 HOLLY STREET
P.O. BOX 880
ZELLWOOD, FL 32798US

SUBJECT: ANTHONY HOUSE, INC.
REF: N32930

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Bylaws are not filed with this office. Please retain them for your records.

Any amendments should be added to the Amended and Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H10000137692
Letter Number: 410A00014580

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
6/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
6/11

P.O BOX 6327 - Tallahassee, Florida 32314

H10000137692 3

FILED
10 JUN 11 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
HOUSING SOLUTIONS OF LAKE COUNTY, INC.,
a Florida Not For Profit Corporation,**

WITH AND INTO

**ANTHONY HOUSE, INC.,
a Florida Not For Profit Corporation**

Pursuant to the provisions of Sections 617.1105 and 617.1107 of the Florida Statutes, **HOUSING SOLUTIONS OF LAKE COUNTY, INC.,** a Florida Not For Profit Corporation and **ANTHONY HOUSE, INC.,** a Florida Not For Profit Corporation, do hereby adopt the following Articles of Merger:

First: The name and jurisdiction of the merging Not For Profit Corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Housing Solutions of Lake County, Inc.	Florida
Florida Document No. N08000001700, incorporated February 19, 2008	

Second: The name and jurisdiction of the surviving Not For Profit Corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Anthony House, Inc.	Florida
Florida Document No. N32930, incorporated June 14, 1989	

Third: The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease as of the Effective Date (as hereinafter defined). A copy of the Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

Fourth: There are no Members of the Merging Corporation entitled to vote on the Merger. The Merging Corporation has 6 Directors in office, and the number of Directors present and voting in favor of the Merger at a meeting duly called on April 27, 2010 for the purpose of considering the Merger was 4. The Articles of Merger and Plan of Merger were accordingly approved by the Board of Directors in accordance with applicable Florida law.

H10000137692 3

Fifth: There are no Members of the Surviving Corporation entitled to vote on the Merger. The Surviving Corporation has 13 Directors in office, and the number of Directors voting in favor of the Merger at a meeting duly called on May 14, 2010 for the purpose of considering the Merger was 11. The Articles of Merger and Plan of Merger were accordingly approved by the Board of Directors in accordance with applicable Florida law.

Sixth: The merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 9 day of June, 2010.

HOUSING SOLUTIONS OF LAKE ANTHONY HOUSE, INC.
COUNTY, INC.

By: Jonathan M. Cherry
Print Name: Jonathan M. Cherry
Print Title: President

By: Lisa M. Hicks
Print Name: Lisa M. Hicks
Print Title: President, Board of Directors

H10000137692 3

EXHIBIT "A"

**PLAN OF MERGER
for the merger of
HOUSING SOLUTIONS OF LAKE COUNTY, INC.,
a Florida Not For Profit Corporation
with and into
ANTHONY HOUSE, INC.,
a Florida Not For Profit Corporation**

This is a Plan of Merger (the "Plan") between HOUSING SOLUTIONS OF LAKE COUNTY, INC., a Florida Not For Profit Corporation and ANTHONY HOUSE, INC., a Florida Not For Profit Corporation (the "Surviving Corporation").

PLAN OF MERGER

1. **Merging Corporation.** The name, address and jurisdiction of organization and governing law of the Merging Corporation are:

<u>Name and Address</u>	<u>Jurisdiction and Governing Law</u>
Housing Solutions of Lake County, Inc. 515 West Main Street, Leesburg, Florida 34749-1000	Florida

2. **Surviving Corporation.** The name, address and jurisdiction of organization and governing law of the Surviving Corporation are:

<u>Name and Address</u>	<u>Jurisdiction and Governing Law</u>
Anthony House, Inc. 515 West Main Street, Leesburg, Florida 34749-1000	Florida

3. **Plan Adopted.** The plan of merger, which was approved by the Board of Directors of the Merging Corporation and the Surviving Corporation, is adopted as follows:

(a) The Merging Corporation shall be merged with and into the Surviving Corporation to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be ANTHONY HOUSE, INC., a Florida Not For Profit Corporation.

H10000137692 3

H10000137692 3

(c) There are no outstanding membership interests of the Merging Corporation to be addressed as part of the Plan.

(d) There are no outstanding membership interests of the Surviving Corporation to be addressed as part of the Plan. When this plan shall become effective, LifeStream Behavioral Center, Inc. shall become the sole member of the Surviving Corporation

(e) When this plan shall become effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(f) The Articles of Incorporation of the Surviving Corporation shall be amended and restated to read as set forth in Schedule 1, attached hereto, until altered, amended or repealed as provided in the Articles of by applicable law.

(h) The Bylaws of the Merging Corporation, shall be amended and restated to read as set forth in Schedule 2, attached hereto, until altered, amended or repealed as provided in the Articles of by applicable law.

4 **Registered Agent.** The Registered Agent and Registered Office for the Surviving Corporation shall be CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

5 **Effective Date.** The effective date of the merger shall be upon filing with the Department of State of State of Florida of the Articles of Merger executed by the parties on even date herewith.

IN WITNESS WHEREOF, this Plan of Merger was executed on this 9 day of June, 2010.

HOUSING SOLUTIONS OF LAKE ANTHONY HOUSE, INC.
COUNTY, INC.

By: Jonathan M. Cherry
Print Name: Jonathan M. Cherry
Print Title: President

By: Lisa M. Hicks
Print Name: Lisa M. Hicks
Print Title: President, Board of Directors

H10000137692 3

To: The Florida Dept. of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page: 7 of 14

H10000137692 3

Schedule 1

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SURVIVING
CORPORATION**

[Attached]

(TP567414;3)

H10000137692 3

H10000137692 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

ANTHONY HOUSE, INC.

The undersigned officers of Anthony House, Inc. a not-for-profit corporation organized under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617), having caused Articles of Merger and a Plan of Merger to be filed in accordance with Section 617.1105, Florida Statutes, hereby adopt the following Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE I

Name and Address

The name of the Corporation is **ANTHONY HOUSE, INC.** The street address of the initial principal office is 515 W. Main Street, Leesburg, Florida 34748. The mailing address is Post Office Box 491000, Leesburg, Florida 34749-1000. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are exclusively charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to the charitable and educational purposes set forth below.

The primary purposes of this Corporation are (i) to receive, hold, care for, invest in, lease and/or operate real and personal property for the establishment, operation and maintenance of temporary housing for individuals who are left without short-term housing as a result of natural disasters, economic conditions, fires and/or catastrophes or other events beyond their control; (ii) to provide supportive services to such individuals; (iii) to provide programs to assist those individuals to become self-sufficient; and (iv) to alleviate human suffering and distress.

ARTICLE III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities

H10000137692 3

are such as to further accomplish, foster or attain any of such purposes. In carrying out its purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable and educational purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes. In particular, the Corporation is empowered to provide housing and housing subsidies for disabled and homeless persons. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Jonathan Cherry	515 West Main Street Leesburg, FL 34748
Susan Sullivan	515 West Main Street Leesburg, FL 34748
Mike Sleaford	515 West Main Street Leesburg, FL 34748
Timothy Morris	515 West Main Street Leesburg, FL 34748
Dr. Charles Mojock	515 West Main Street Leesburg, FL 34748

ARTICLE V Officers

The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board

H10000137692 3

of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>
Jonathan Cherry	President
Susan Sullivan	Secretary
Mike Sleaford	Treasurer

ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of this Corporation is 515 East Park Avenue, Tallahassee, FL 32301 and the name of the initial registered agent at such address is CorpDirect Agents, Inc.

ARTICLE VII
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE VIII
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a sixty percent (60%) vote of all of the Directors.

ARTICLE IX
Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The

H10000137692 3

Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE X **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI **Term of Existence**

The Corporation shall have perpetual existence.

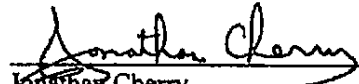
To: The Florida Dept. of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page: 12 of 14

H10000137692 3

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 9 day of June, 2010.


Jonathan Cherry

To: The Florida Dept of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page: 13 of 14

H10000137692 3

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

EXECUTED this 11 day of June, 2010.

CORPDIRECT AGENTS, INC.

By:

Name:

Its:


Michele Holden
Assistant Secretary

To: The Florida Dept. of State
Subject: 000447.126744

From: Ashley Smith

Monday, June 14, 2010 11:58 AM Page: 14 of 14

H10000137692 3

Schedule 2

AMENDED AND RESTATED BYLAWS OF SURVIVING CORPORATION

[Omitted for Filing]