

N48680

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2007 APR -5 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Alzheimer's Project, 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:

Catherine Jones, Executive Director
(Contact Person)

The Alzheimer's Project, Inc.
(Firm/Company)

301 East Tharpe Street
(Address)

Tallahassee, Florida 32303
(City/State and Zip Code)

For further information concerning this matter, please call:

Catherine R. Jones At (850) 386-2778
(Name of Contact Person) (Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2007

CATHERINE JONES, EXECUTIVE DIRECTOR
THE ALZHEIMER'S PROJECT, INC.
301 EAST THARPE STREET
TALLAHASSEE, FL 32303

SUBJECT: ALZHEIMER RESOURCE CENTER OF TALLAHASSEE, INC.
Ref. Number: N29371

We have received your document for ALZHEIMER RESOURCE CENTER OF TALLAHASSEE, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In accordance with our telephone conversation, the above corporation filed on December 11, 2006 Articles of Dissolution.

The corporation must be reinstated before the Articles of Merger can be filed.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 107A00016982

RECEIVED

07 APR -5 AM 8:00

DIVISION OF CORPORATIONS

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)
<u>The Alzheimer's Project, Inc.</u>	<u>State of Florida</u>	<u>N48680</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Alzheimer's Project, Inc.</u>	<u>State of Florida</u>	<u>N48680</u>
<u>Alzheimer Resource Center</u>	<u>State of Florida</u>	<u>N29371</u>
<u>of Tallahassee, Inc.</u>		

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).

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

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 October 19, 2006. The number of directors in office was 24. The vote for the plan was as follows: 18 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 November 27, 2006. The number of directors in office was 13. The vote for the plan was as follows: 13 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

The Alzheimer's Project, Inc.

Bob L. Goins

Bob Goins, President

Alzheimer Resource Center of Tallahassee, Inc.

Marcia Jensen-Waller

Marcia Jensen-Waller, 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

The Alzheimer's Project, Inc.

State of Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

The Alzheimer's Project, Inc.

State of Florida

Alzheimer Resource Center of Tallahassee, Inc.

State of Florida

The terms and conditions of the merger are as follows:

The Alzheimer's Project, Inc. will become a certified United Way Agency by assuming the current certification of the Alzheimer Resource Center of Tallahassee, Inc. The Alzheimer's Project, Inc. will have eighteen seats on the Board of Directors; the Alzheimer Resource Center of Tallahassee, Inc. will have nine seats on the Board of Directors; one seat will be assigned as a youth director.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Article II: Updated the Mission Statement

Article III, 1-4: Amended to include new board composition relating to merger.

Article V, 1,2: Amended to include election of officers for new board.

(Amended and filed with the Department of State on 12/5/06.)

Other provisions relating to the merger are as follows: