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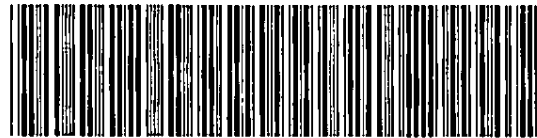
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*Marger*

R. WHITE

JAN 03 2018

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Broward Autism Foundation, 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:

Joseph Yolofsky

\_\_\_\_\_  
(Contact Person)

Yolofsky Law

\_\_\_\_\_  
(Firm/Company)

100 SE 3rd Ave., Suite 1000

\_\_\_\_\_  
(Address)

Fort Lauderdale, FL 33394

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph Yolofsky

\_\_\_\_\_  
(Name of Contact Person)

At ( 305 ) 702.8250

\_\_\_\_\_  
(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

# ARTICLES OF MERGER

(Not for Profit Corporations)

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STATE OF FLORIDA  
DEPARTMENT OF STATE

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)
The Broward Autism Foundation, Inc.	Florida	N92000000136

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Autism Society of America Broward County	Florida	N12000010704
Chapter Florida, Inc.		

**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).

**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 December 14, 2017. The number of directors in office was 8. The vote for the plan was as follows: 8 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

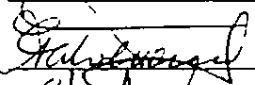
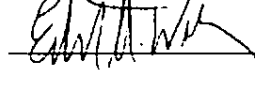
**SECTION II**

(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 December 14, 2017. The number of directors in office was 8. The vote for the plan was as follows: 8 FOR 0 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
The Broward Autism Foundation, Inc.		Fabiola Ana Torrez
Autism Society of America Broward		Ed Walsh
County Chapter Florida, Inc.		

**ARTICLES OF MERGER**  
**OF**  
**THE AUTISM SOCIETY OF AMERICA**  
**BROWARD COUNTY CHAPTER FL, INC.**  
**INTO**  
**THE BROWARD AUTISM FOUNDATION**

Pursuant to Section 617.1105, Florida Statutes, the following not-for-profit corporations, the Autism Society of America Broward County Chapter Inc. ("ASB,") and The Broward Autism Foundation, Inc. ("BAF,") adopt the following Articles of Merger for the purpose of merging ASB into BAF.

**Plan of Merger**

1. The Plan of Merger describing the terms and conditions of the merger of ASB into BAF is attached to these Articles as an Exhibit.

**Adoption of Plan**

2. ASB does not have any members entitled to vote on the Plan of Merger. ASB has eight directors. The Plan of Merger was adopted by the unanimous written consent of the directors. A copy of the consent is attached to these Articles as an exhibit.
3. BAF does not have any members entitled to vote on the Plan of Merger. BAF has eight directors. The Plan of Merger was adopted by the unanimous written consent of the directors. A copy of the consent is attached to these Articles as an exhibit.

**Effective Date**

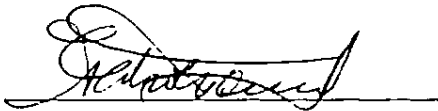
4. The Plan of Merger will be effective on December 28, 2017. The Articles will be filed with the Department of State as soon as reasonably possible.

Each of the undersigned not-for-profit corporations have executed these Articles on the date shown below.

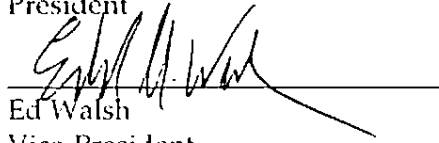
**ARTICLES OF MERGER**  
**OF**  
**THE AUTISM SOCIETY OF AMERICA**  
**BROWARD COUNTY CHAPTER FL, INC.**  
**INTO**  
**THE BROWARD AUTISM FOUNDATION**

December 28, 2017.

**Autism Society of America  
Broward County Chapter, FL Inc.**



Fabiola Ana Torrez  
President



Ed Walsh  
Vice-President

**The Broward Autism Foundation, Inc.**



Fabiola Ana Torrez  
President



Ed Walsh  
Vice-President

## **AGREEMENT AND PLAN OF MERGER**

**between**

**THE BROWARD AUTISM  
FOUNDATION, INC.**  
a Florida not-for-profit corporation  
(the "SURVIVING CORPORATION").

**&**

**AUTISM SOCIETY OF AMERICA  
BROWARD COUNTY CHAPTER  
FLORIDA, INC.,**  
a Florida not-for-profit corporation  
(the "MERGING CORPORATION")

This Agreement and Plan of Merger is entered into as of December 26, 2017, by and between Autism Society of America Broward County Chapter Florida, Inc., a Florida not-for-profit corporation (the "Merging Corporation"), and The Broward Autism Foundation, Inc., a Florida not-for-profit corporation (the "Surviving Corporation"), which two corporations are sometimes called in this Agreement and Plan of Merger the "Parties".

WHEREAS, Surviving Corporation is a Florida not-for-profit corporation that was reinstated for the purpose of facilitating the merger of two not-for-profit corporations in accordance with Chapter 617, Florida Statutes.

WHEREAS, Merging Corporation is a Florida not-for-profit corporation which has qualified as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any later federal tax laws (the "Code").

WHEREAS, the Boards of Directors of the Parties deem it advisable and in the best interests of their respective corporations that Merging Corporation merge with and into Surviving Corporation in accordance with the provisions of Florida law for the purpose of continuing to provide for the general welfare of persons with autism spectrum disorder in Broward County, Florida.

WHEREAS, the Parties desire and intend hereby to effectuate an "F-reorganization" in accordance Section 368(a)(1)(F) of the Code in order to achieve the stated purposes of this undertaking between them.

NOW, THEREFORE, the Parties agree each with the other, to merge into a single not-for-profit corporation organized under the laws of the State of Florida, which shall be The Broward Autism Foundation, Inc., the Surviving Corporation, pursuant to the laws of both the State of Florida, and agree upon and prescribe the terms and conditions of the merger as follows.

### **1. Parties to the Merger.**

**1.1. Merging Corporation.** The merging corporation is Autism Society of America Broward County Chapter Florida, Inc., a Florida not-for-profit corporation (the "Merging Corporation"). This corporation is a not-for-profit corporation as defined under Chapter 617, Florida Statutes.



**1.2. Surviving Corporation.** The Surviving Corporation is The Broward Autism Foundation, Inc., a Florida not-for-profit corporation. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes.

## **2. Terms and Conditions of the Merger.**

**2.1. Effective Date.** The Effective Date of the Merger shall be the last day of the month in which this Agreement and Plan of Merger and Articles of Merger are filed in the office of the Secretary of State of Florida.

**2.2. Transitions Upon Merger. Survivor.** On the Effective Date of the Merger, the following shall immediately and automatically occur:

**2.2.1. Corporate Existence.** Merging Corporation shall be merged with and into Surviving Corporation and the separate existence of Merging Corporation shall cease. The Parties shall become a single corporation named "The Broward Autism Foundation, Inc.," which shall be the Surviving Corporation.

**2.2.2. Directors.** The Directors who compose the Board of Directors of the Merging Corporation shall automatically become the Directors composing the Board of Directors of the Surviving Corporation, vested with all of the rights, privileges, entitlements, duties and authorities that Directors of the Board of Directors of the Merging Corporation possess.

**2.2.3. Officers.** The Officers of the Merging Corporation shall automatically become the Officers of the Surviving Corporation, vested with all of the rights, privileges, entitlements, duties and authorities that Officers of the Merging Corporation possess. Such officers of the Surviving Corporation shall hold office from that date until their successors have been chosen, elected, or appointed according to law and the Charter and Bylaws of the Surviving Corporation.

### **2.2.4. Surviving Corporation.**

**2.2.4.1.** The Surviving Corporation shall: (i) possess all of the rights, privileges, powers, and franchises of a public nature of a Florida not-for-profit corporation; and (ii) become subject to all of the restrictions, disabilities and duties of each of the Parties and to all of the singular rights, privileges, powers and franchises of each of those corporations; and become vested with all property, real, personal and mixed, all debts due to each of the Parties on whatever account, and all other things in action or belonging to each of those corporations.

**2.2.4.2.** All property, assets, rights, privileges, powers, franchises, and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Parties, and shall not revert or be in any way impaired by reason of the Merger, provided, however, that all rights of creditors and all liens upon any property of either of the Parties shall be preserved unimpaired and all debts, liabilities, obligations, and duties of

the respective Parties shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by it.

**2.2.5. Assets and Liabilities.** The assets and liabilities of the Parties shall be taken up or continued, as the case may be, on the books of the Surviving Corporation at the amounts at which they respectively are carried on the books of the respective Parties immediately prior to the Effective Date of the Merger.

**2.3. Cooperation of the Parties.** From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, Merging Corporation shall execute and deliver or cause to be executed and delivered all such deeds or other instruments and shall take or cause to be taken all such further or other actions as the Surviving Corporation or its successors or assigns may deem necessary or desirable in order to carry out the intent and purpose of this Agreement and Plan of Merger. If the Surviving Corporation decides time deem that any further assignments or assurances of law or any other acts are necessary or desirable to vest, perfect, or confirm of record or otherwise title to any property or to enforce any claims of Merging Corporation acquired by the Surviving Corporation under this Agreement and Plan of Merger, then the proper officers of the Surviving Corporation at the time are specifically authorized as attorneys in fact of Merging Corporation (this appointment being irrevocable as one coupled with an interest) to execute and deliver any and all such proper deeds, assignments, and assurances of law and to do all such other acts in the name and on behalf of Merging Corporation or otherwise as those officers shall deem necessary or appropriate.

**2.4. Surviving Corporation, Tax-Exempt Recognition by the IRS.**

**2.4.1.** If that the board of directors of either Party obtains information causing them to reasonably believe Surviving Corporation will be unable to obtain recognition from the Internal Revenue Service ("IRS") as a tax exempt organization under the Code, then such board of directors may take or cause to be taken any such further or other actions as it deems necessary or desirable to obtain tax-exempt recognition for the Surviving Corporation, including amending this Agreement of Plan of Merger.

**2.4.2.** Anything in the Agreement and Plan of Merger or elsewhere to the contrary notwithstanding, under no circumstances will the Surviving Corporation take any action which will cause it to lose its qualification as a tax-exempt organization under the Code.

**3. Manner and Basis Converting Memberships of Merging Corporation, a not-for-profit Corporation, into Memberships of Surviving Corporation.** Immediately upon the Effective Date of the Merger, the members of the Merging Corporation shall automatically become members of the Surviving Corporation, vested with all of the rights, privileges and entitlements that the members of the Surviving Corporation possess. No member shall receive or be paid cash or other remuneration in connection with the transfer of its membership from the Merging Corporation to the Surviving Corporation. All members will carry forward their obligations from the Merging Corporation to the Surviving Corporation.

**4. Amendments to the Charter or Bylaws of the Surviving Corporation to be Effected by the Merger.**

**4.1. Charter.** The Charter of Surviving Corporation shall continue to be the Charter of the Surviving Corporation until amended in accordance with the laws of the State of Florida. The Charter may be certified separately from this Agreement and Plan of Merger as the Charter of the Surviving Corporation.

**4.2. Bylaws.** The Bylaws of Merging Corporation in effect immediately prior to the Effective Date of the Merger shall automatically become the Bylaws of the Surviving Corporation until altered or repealed in a manner provided by those Bylaws, the Charter, and the laws of the State of Florida.

**5. Other Provisions Relating to the Merger.**

**5.1. Expenses of Merger.** The Merging Corporation shall pay all expenses of accomplishing the Merger.

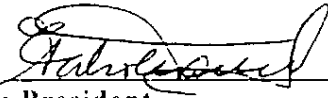
**5.2. Approval by Board of Directors and Members.** This Agreement and Plan of Merger has been approved and adopted by the Board of Directors and by the Members of each of the Parties, in accordance with the requirements of the applicable provisions of the laws of the State of Florida. This Agreement and Plan of Merger shall be properly filed in accordance with Section 617.1105, Florida Statutes by the appropriate officers of the Parties. The officers of each of the Parties shall execute all such other documents and shall take all other actions as may be necessary or advisable to make this Agreement and Plan of Merger effective.

**5.3. Amendments to This Agreement and Plan of Merger.** This Agreement and Plan of Merger may be amended at any time prior to, but not after the filing date of this Agreement and Plan of Merger and Articles of Merger or of the Certificate of Merger, whether before or after the meetings of the members of either or both of the Parties approving and adopting this Agreement and Plan of Merger, as may be deemed by the Boards of Directors of the Parties to be necessary, advisable or expedient to clarify the intentions of the parties, to change the Effective Date of the Merger, or to modify the provisions with respect to the filing recording of this Agreement and Plan of Merger and Articles of Merger and the Certificate of Merger in Order to Facilitate such filing or recording and the consummation of the Merger. The respective Boards of Directors of the Parties are hereby authorized to amend this Agreement and Plan of Merger as provided in this Section 5.3 and in Section 2.4.1.

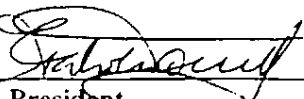
**5.4. Termination of Agreement and Plan of Merger.** Anything in this Agreement and Plan of Merger or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned at any time before the Effective Date of the Merger by mutual consent of the Parties, expressed by appropriate resolutions of their respective Boards of Directors.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized officers of Surviving Corporation and Merging Corporation as of the day and year first above written.

**THE BROWARD AUTISM  
FOUNDATION, INC. (The Surviving  
Corporation)**

By:   
Title: President

**AUTISM SOCIETY OF AMERICA  
BROWARD COUNTY CHAPTER  
FLORIDA, INC. (The Merging  
Corporation)**

By:   
Title: President