



N94000000283

ACCOUNT NO. : 072100000032

REFERENCE : 827481 4728359

AUTHORIZATION

COST LIMIT

Patricia P. Pitt
\$ 122.50

ORDER DATE : May 21, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 827481-010

CUSTOMER NO: 4728359

CUSTOMER: Randy Sterns, Esq
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

FILED
98 MAY 21 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

ARTICLES OF MERGER

800002545798--9

MISSION AMERICA, INC.

INTO

URBAN HOPE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Don

6/3/98

*00250, 00738, 00672

File
2nd
58 MAY 21 PM 1:48
OFFICE OF SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

MISSION AMERICA, INC., a Florida corporation N94000000283
,

INTO

URBAN HOPE, INC., a Connecticut corporation not qualified in Florida

File date: May 21, 1998

Corporate Specialist: Annette Hogan

17 KLM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MISSION AMERICA, INC.
Ref. Number: N94000000283

Annette
RECEIVED
P 98 JUN - 1 AM 8244
DIVISION OF CORPORATION

Thanks,
Kum

RESUBMIT

Please give original
submission date as file date.

We have received your document for MISSION AMERICA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 898A00029011

** Need date of adoption by directors of each corp.*
** Must have the vote for each Corporation - you only have it for Mission America, Inc. see #2 & 3 above*

✓ Please state that there are no members or no members with voting rights.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECEIVED
98 JUN - 2 PM 4:06
DIVISION OF CORPORATION

** Still needs correction*

RECEIVED
98 MAY 28 AM 10:35
DIVISION OF CORPORATION

**Articles of Merger
of
Mission America, Inc.
and
Urban Hope, Inc.**

FILED
98 MAY 21 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mission America, Inc., a Florida not-for-profit corporation, and Urban Hope, Inc., a Connecticut not-for-profit corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §617.1107 of the Florida Statutes and Sections 33-1159 and 33-1155, General Statutes of Connecticut, hereby certify as follows:

1. A plan of merger has been approved by the board of directors of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated May 14, 1998, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be the date these Articles of Merger shall be filed with the Connecticut Secretary of State.

3. Each of the Constituent Corporations have been organized as a non-member organization. Accordingly, member approval of the merger is not required.

4. There are 5 directors serving on behalf of Mission America, Inc., the merger has been duly approved and adopted in accordance with the provisions of the Florida Statutes by a unanimous vote of the directors entitled to vote thereon, all said directors entitled to vote thereon having approved such action pursuant to a telephonic conference call at a special meeting properly convened of the board of directors, manifesting their intentions that the merger be approved and adopted, and the number of votes cast for the amendment by the directors was sufficient for approval. There are 7 directors serving on behalf of Urban Hope, Inc. the merger has been duly approved and adopted in accordance with the provisions of the Florida Statutes by a unanimous vote of the directors. The number of votes cast was sufficient for approval adopted May 14, 1998.

Mission America, Inc.

Executed May 14, 1998

By: 

David MacAllister, President

Urban Hope, Inc.

By: 

Don MacAllister, Chairman of
the Board of Directors

AGREEMENT AND PLAN OF MERGER

EXHIBIT "A"

Agreement and Plan of Merger ("Agreement"), effective as of May 14, 1998, by and between Mission America, Inc. ("Mission America"), a Florida corporation; and Urban Hope, Inc., a Connecticut corporation ("Urban Hope").

BACKGROUND INFORMATION

The Board of Directors of each of Mission America and Urban Hope, by affirmative vote of a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue, have determined that it is advisable and to the advantage of each such corporation that Mission America be merged with and into Urban Hope, at the conclusion of which Urban Hope shall remain as the surviving or resulting entity and the corporate existence of Mission America shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement and have recommended the adoption of this plan of merger and its underlying transactions. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, Mission America and Urban Hope hereby agree to effect a statutory merger of Mission America and Urban Hope (collectively the "Constituent Corporations") as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Not for Profit Corporation Act and General Statutes of Connecticut, at the Effective Date (as defined below), Mission America, a Florida corporation shall be merged with and into Urban Hope, a Connecticut corporation (the "Merger") and Urban Hope shall constitute the surviving and resulting corporation of such Merger (Urban Hope being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of Mission America shall cease and Urban Hope shall continue its corporate existence pursuant to the laws of Connecticut.

2. Effective Date. The Merger shall become effective on the date the Certificate of Merger is filed with the Connecticut Secretary of State and Articles of Merger filed with the Florida Department of State (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, including leases of personal and real property. The rights, privileges, immunities powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations or in any leases of real property shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Articles of Incorporation. The articles of incorporation of Urban Hope in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

6. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof, Mission America and Urban Hope have caused this Agreement and Plan of Merger to be executed by their respective officers, duly authorized as of the date first written above.

Mission America, Inc.

By: 

David MacAllister, President

Urban Hope, Inc.

By: 

Don MacAllister, Chairman of
Board of Directors