

N96000206090

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

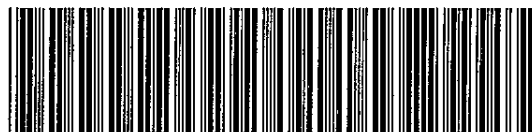
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000031832660

04/08/04--01027--012 **87.50

FILED
04 APR - 8 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meher/NC
cc + encs (u)
1008
4/10

Bruce A. Hoebe, P.A.

Attorney and Counsellor at Law

*2477 N.E. Dixie Highway
Jensen Beach, Florida 34957-5959*

561-334-4700

FAX: 561-334-6137

April 5, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of Corporations Not For Profit

Dear Sir or Madam:

Enclosed herein are those documents listed hereinafter which I submit to your office for the purpose of acquiring the following two basic objectives, to wit:

A. FRIENDS OF MOUNT ELIZABETH, INC. with Document No. N02000000092 (the "Merging Corporation") intends to merge into and become part of INDIAN RIVERSIDE ALLIANCE, INC. with Document Number N96000006090 (the "Surviving Corporation"); and

B. The name of the Surviving Corporation to be changed from INDIAN RIVERSIDE ALLIANCE, INC. to FRIENDS OF MOUNT ELIZABETH, INC.

Accordingly, please find enclosed herein the following documents:

1. The original fully executed Articles Of Merger with original attached three page Plan of Merger; and

2. My check payable to your order in the amount of \$87.50.

If everything is acceptable to you, I would most appreciate your forwarding a certified copy of the Articles Of Merger to me together with a certificate of status indicating the change of the name of the Surviving Corporation from Indian Riverside Alliance, Inc. to Friends of Mount Elizabeth, Inc. Of course, if you have any questions whatsoever, please do not hesitate to call upon me.

As always, your most helpful and courteous assistance in these

Division of Corporations

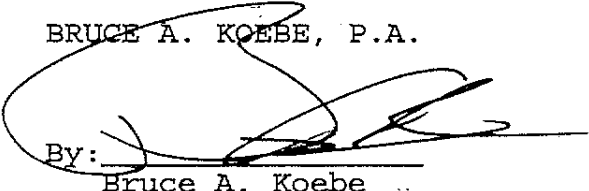
April 5, 2004

Page 2

matters is greatly appreciated.

Very truly yours,

BRUCE A. KOEBE, P.A.

By: 

Bruce A. Koebe ..

BAK/cln

cc: Ms. Colleen J. Holmes

Mr. John Whiticar

FILED
04 APR -8 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Surviving Corporation. The name and jurisdiction of the surviving corporation are:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Document Number:</u>
INDIAN RIVERSIDE ALLIANCE, Florida INC.		N96000006090

Second: Merging Corporation. The name and jurisdiction of the merging corporation are:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Document Number:</u>
FRIENDS OF MOUNT ELIZABETH, Florida INC.		N02000000092

Third: Plan of Merger. The Plan Of Merger is attached.

Fourth: Effective Date. 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 of the Surviving Corporation entitled to vote on the Plan Of Merger. The Plan Of Merger was adopted by the Board of Directors on the 11th day of March, 2004. The number of directors in office was 12. The vote for the Plan was as follows:

FOR:

10

AGAINST:

0

Sixth: Adoption Of Merger By Merging Corporation. There are no members of the Merging Corporation entitled to vote on the Plan Of Merger. The Plan Of Merger was adopted by the Board of Directors on the 11th day of March, 2004. The numbers of directors in office was three. The vote for the Plan was as follows:

FOR:

3

AGAINST:

0

Seventh: Amendment Of Articles Of Surviving Corporation.
Effective on the date of the filing of these Articles of Merger,
the name of the Surviving Corporation shall be FRIENDS OF MOUNT
ELIZABETH, INC.

ATTEST:

INDIAN RIVERSIDE ALLIANCE, INC.,
a Florida Not For Profit
Corporation

(Corporate Seal)

By: Donna Banister
Donna Banister , Secretary

By: John Whiticar
John Whiticar , President

ATTEST:

FRIENDS OF MOUNT ELIZABETH, INC.
a Florida Not For Profit
Corporation

(Corporate Seal)

By: Deborah Korfage-Amborn
Deborah Korfage-Amborn , Secretary

By: Colleen J. Holmes
Colleen J. Holmes , President

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 617.1101, *Florida Statutes*, to wit:

1. SURVIVING CORPORATION. The name of the "Surviving Corporation" is INDIAN RIVERSIDE ALLIANCE, INC. and its Document Number is N96000006090.

2. MERGING CORPORATION. The name of the "Merging Corporation" is FRIENDS OF MOUNT ELIZABETH, INC. and its Document Number is N02000000092.

3. JURISDICTION. Florida is the jurisdiction of both the Surviving Corporation and the Merging Corporation.

4. TERMS OF MERGER. The terms and conditions of the merger are as follows:

A. All of the current members in good standing of the Merging Corporation shall become members in good standing of the Surviving Corporation.

B. The Merging Corporation has three duly elected directors and the Surviving Corporation has at least three vacancies on its board of directors. Persons currently serving as directors of the Merging Corporation shall be directors of the Surviving Corporation and shall serve in that capacity until their successors are duly elected.

C. All of the remaining assets of the Merging Corporation shall become a part of the assets of the Surviving Corporation.

D. On the **Effective Date** the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall

be fully vested in the Merging Corporation's rights, privileges, immunities, powers and franchises and shall also be subject to the Surviving Corporation's restrictions, liabilities, disabilities and duties.

E. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation or to otherwise carry out the provisions of this Plan of Merger.

F. Subsequent to the adoption of the Plan of Merger by the necessary vote of the Board of Directors of both the Surviving Corporation and the Merging Corporation, both corporations shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Plan of Merger and on such execution, the Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of

State. The Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles of Merger with the Secretary of State.

5. STATEMENT OF ANY CHANGES IN THE ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION TO BE EFFECTED BY SUCH MERGER. The only change to the Articles of Incorporation of the **Surviving Corporation** shall be to change the name of the **Surviving Corporation** from INDIAN RIVERSIDE ALLIANCE, INC. to FRIENDS OF MOUNT ELIZABETH, INC. as of the **Effective Date**.