

DEC/23/2015 03:42 PM

Nash & Kromash, LLP

File No. 319841043

P. 011

12/23/2015

Division of Corporations

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.

((H15000302859 3)))



H150003028593ABC0

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 : NASH & KROMASH, LLP
Account Number : I20050000042
Phone : (321)984-2440
Fax Number : (321)984-1040

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 DEC 23 AM 8:14
FII FDI

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

Email Address: Jessica@n-k-law.com

MERGER OR SHARE EXCHANGE

Brevard County Sheriff's Office Police Athletic Leag

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

DEC 28 2015

T. LEMIEUX

Electronic Filing Menu

Corporate Filing Menu

Help

((H15000302859 3)))

**AGREEMENT AND PLAN OF MERGER
OF
BREVARD COUNTY SHERIFF'S OFFICE PET POSSE, INC.
INTO
BREVARD COUNTY SHERIFF'S OFFICE POLICE ATHLETIC LEAGUE, INC.**

FILED
15 DEC 23 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER is made this 22nd day of December, 2015, by and between Brevard County Sheriff's Office Police Athletic League, Inc., a Florida corporation (the "Surviving Entity") and Brevard County Sheriff's Office Pet Posse, Inc., a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Board of Directors of the Disappearing Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Section 617.1101 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Organization.** The Articles of Organization of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. **Federal Income Tax Matters.** All of the assets comprising the Disappearing Entity shall be merged into the Surviving Entity and it is recognized that the substance of this transaction is a merger for federal income tax purposes due to the fact that the Disappearing Entity is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for federal income tax purposes and the Surviving Entity, into which it is being merged, is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for federal income tax purposes.

3. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights,

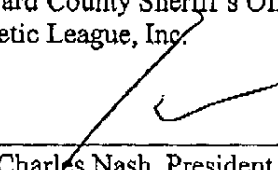
((H15000302859 3)))

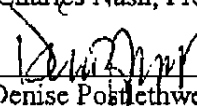
((H15000302859 3)))

IN WITNESS WHEREOF, the parties have set their hands this 22nd day of December, 2015.

SURVIVING ENTITY:

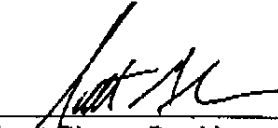
Brevard County Sheriff's Office Police
Athletic League, Inc.

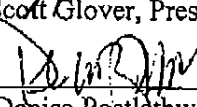
By: 
Charles Nash, President

By: 
Denise Postlethweight, Treasurer

DISAPPEARING ENTITY:

Brevard County Sheriff's Office Pet Posse,
Inc.

By: 
Scott Glover, President

By: 
Denise Postlethweight, Secretary

((H15000302859 3)))

((H15000302859 3)))

liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Florida Statutes.

4. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity 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, the appropriate officers of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, 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 Entity, or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with Section 617.0123(1) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

6. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Managers of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Entity and the members of the Surviving Entity.

THE FOLLOWING PAGE 3 IS THE SIGNATURE PAGE

((H15000302859 3)))

(((H15000302859 3)))

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
BREVARD COUNTY SHERIFF'S OFFICE PET POSSE, INC.
INTO
BREVARD COUNTY SHERIFF'S OFFICE POLICE ATHLETIC LEAGUE, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made this 22nd day of December, 2015, by and between Brevard County Sheriff's Office Police Athletic League, Inc., a Florida corporation (the "Surviving Entity") and Brevard County Sheriff's Office Pet Posse, Inc., a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Board of Directors of the Disappearing Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Section 617.1101 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Organization.** The Articles of Organization of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. **Federal Income Tax Matters.** All of the assets comprising the Disappearing Entity shall be merged into the Surviving Entity and it is recognized that the substance of this transaction is a merger for federal income tax purposes due to the fact that the Disappearing Entity is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for federal income tax purposes and the Surviving Entity, into which it is being merged, is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for federal income tax purposes.

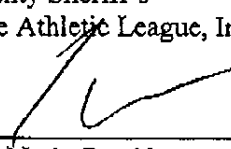
3. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities and powers, subject to its restrictions,

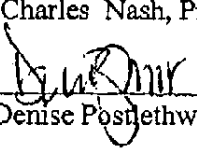
(((H15000302859 3)))

((H15000302859 3)))

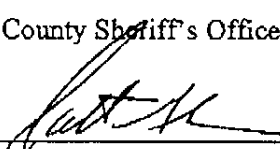
IN WITNESS WHEREOF, the parties have set their hands this 22nd day of November, 2015.

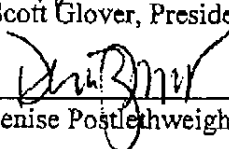
Brevard County Sheriff's
Office Police Athletic League, Inc.

By: 
Charles Nash, President

By: 
Denise Postlethweight, Treasurer

Brevard County Sheriff's Office Pet Posse,
Inc.

By: 
Scott Glover, President

By: 
Denise Postlethweight, Secretary

((H15000302859 3)))

((H15000302859 3)))

**ARTICLES OF MERGER
OF
BREVARD COUNTY SHERIFF'S OFFICE PET POSSE, INC.
INTO
BREVARD COUNTY SHERIFF'S OFFICE POLICE ATHLETIC LEAGUE, INC.**

ARTICLES OF MERGER between Brevard County Sheriff's Office Pet Posse, Inc., a Florida corporation (Document Number N14000008137), and Brevard County Sheriff's Office Police Athletic League, Inc., a Florida corporation (Document Number N97000002404).

Pursuant to Section 617.1105, Florida Statutes, Brevard County Sheriff's Office Pet Posse, Inc. and Brevard County Sheriff's Office Police Athletic League, Inc., adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated December 22, 2015, (the "Plan of Merger") between Brevard County Sheriff's Office Pet Posse, Inc. and Brevard County Sheriff's Office Police Athletic League, Inc. was approved and adopted by the Board of Directors of Brevard County Sheriff's Office Pet Posse, Inc. on December 22, 2015 in accordance with the applicable provisions of Chapter 617 of the Florida Statutes, and was approved and adopted by the Board of Directors of Brevard County Sheriff's Office Police Athletic League, Inc. on December 22, 2015, in accordance with the applicable provisions of Chapter 617 of the Florida Statutes.

ARTICLE II

The Plan of Merger was adopted by written consent of the Board of Directors and executed in accordance with Section 617.0701, Florida Statutes.

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to Section 617.0123(1) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

THE FOLLOWING PAGE 2 IS THE SIGNATURE PAGE

((H15000302859 3)))

((H15000302859 3)))

privileges, immunities and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Florida Statutes.

4. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity 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, the appropriate officers of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, 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 Entity, or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with Section 617.0123(1) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

6. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Managers of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Entity and the members of the Surviving Entity.

THE FOLLOWING PAGE 3 IS THE SIGNATURE PAGE

((H15000302859 3)))

((H15000302859 3)))

IN WITNESS WHEREOF, the parties have set their hands this 22nd day of December, 2015.

SURVIVING ENTITY:

Brevard County Sheriff's Office Police
Athletic League, Inc.

By: [Signature]
Charles Nash, President

By: [Signature]
Denise Postlethweight, Treasurer

DISAPPEARING ENTITY:

Brevard County Sheriff's Office Pet Posse,
Inc.

By: [Signature]
Scott Glover, President

By: [Signature]
Denise Postlethweight, Secretary

((H15000302859 3)))