

N99000003901

Florida Department of State
Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Renee@centerforchildcounseling.org

MERGER OR SHARE EXCHANGE

Center for Child Counseling, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

9/29/2022

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**ARTICLES OF MERGER
FOR
NOT FOR PROFIT CORPORATIONS**

2022 SEP 26 PM 12:36

The following Articles of Merger are submitted to merge the following Florida-Not-For Profit Corporations in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the **surviving** corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
Center for Child Counseling, Inc. (Document Number: N99000003901)	Florida	Not-For-Profit

SECOND: The exact name, form/entity type and jurisdiction of the **merging** not-for-profit corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
KidSafe Foundation, Inc. (Document Number: N09000009567)	Florida	Not-for-Profit

THIRD: The plan of merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on October 1, 2022.

FIFTH: Adoption of Merger by Surviving Corporation:

The plan of merger was adopted by the board of directors on September 12, 2022. The number of directors in office was nine (9). The vote for the plan unanimous. There are no members entitled to vote on the Plan of Merger.

SIXTH: Adoption of Merger by Merging Corporation:

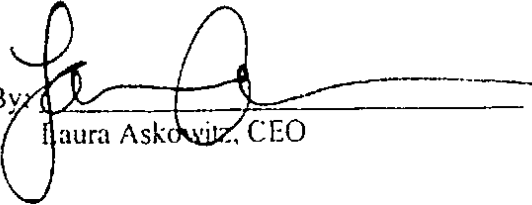
There are no members entitled to vote on the plan of merger. The plan of merger was adopted unanimously by the board of directors on August 11, 2022. The number of directors in office was nine (9). The vote for the plan was unanimous.

[Signatures on following page]

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KIDSAFE FOUNDATION, INC.

By: 
Laura Askowitz, CEO

CENTER FOR CHILD COUNSELING, INC.

By: _____
Eugenia Millender, Chair

By: _____
Renee E. Layman, President and CEO

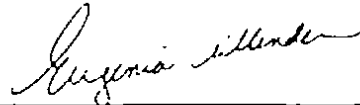
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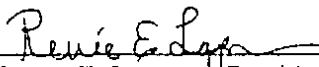
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KIDSAFE FOUNDATION, INC.

By: _____
Laura Askowitz, CEO

CENTER FOR CHILD COUNSELING, INC.

By:  _____
Eugenia Millender, Chair

By:  _____
Rence E. Layman, President and CEO

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EXHIBIT A

**PLAN OF MERGER
KIDSAFE FOUNDATION, INC.
a Florida not for profit corporation**

**with and into
CENTER FOR CHILD COUNSELING, INC.
a Florida not for profit corporation**

This Plan of Merger (this "Plan") is entered into by and among KidSafe Foundation, Inc. ("KidSafe"); and Center for Child Counseling, Inc., a Florida not-for-profit corporation ("CCC") on September 23, 2022. KidSafe and CCC are hereinafter collectively called the "Merging Entities."

WITNESSETH:

Whereas, the Merging Entities desire to merge, following which CCC shall be the surviving entity (the "Merger");

Whereas, Section 617.1101 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

Whereas, the Board of Directors of KidSafe and the Board of Directors of CCC deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action. There are no members of CCC entitled to vote on this Plan. There are no members of KidSafe.

Now, Therefore, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Merging Corporation.* The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
KidSafe Foundation, Inc. (Document No.: N09000009567)	Florida	Not-for-Profit

2. *Surviving Corporation.* The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
Center for Child Counseling, Inc. (Document No.: N99000003901)	Florida	Not-for-Profit

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3. *Terms and Conditions.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

3.1 Upon October 1, 2022, and the filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): i) KidSafe shall be merged with and into CCC and CCC shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; ii) the separate existence of KidSafe shall cease; iii) CCC shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of KidSafe; and all property, real, personal, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to KidSafe shall be taken and deemed to be transferred to and vested in CCC without further act or deed; and iv) all corporate acts, plans, policies, contracts, approvals and authorizations of KidSafe and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of CCC and shall be as effective and binding thereon as the same were with respect to KidSafe.

If at any time after the Effective Time CCC shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in CCC, the title to any property or rights of KidSafe acquired or to be acquired by reason of, or as a result of, the Merger, KidSafe (or the proper officers and trustees of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *The Articles of Incorporation of CCC.* The Articles of Incorporation of CCC shall be amended and restated as of the Effective Time upon filing with the Secretary of State.

5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

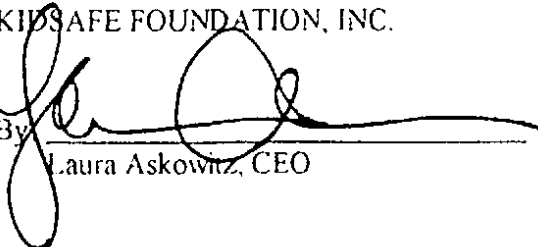
[Signature page to follow]

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In Witness Whereof, the undersigned have caused their duly authorized officers to execute this Plan on September 22, 2022.

KIDSAFE FOUNDATION, INC.

By: 
Laura Askowitz, CEO

CENTER FOR CHILD COUNSELING, INC.

By: _____
Eugenia Millender, Chair

By: _____
Renee E. Layman, President and CEO

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In Witness Whereof, the undersigned have caused their duly authorized officers to execute this Plan on September 23, 2022.

KIDSAFE FOUNDATION, INC.

By: _____
Laura Askowitz, CEO

CENTER FOR CHILD COUNSELING, INC.

By: DocuSigned by: Eugenia Millender
Eugenia Millender, Chair

By: DocuSigned by: Renee E. Layman
Renee E. Layman, President and CEO

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