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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

(FOR BUREAU USE ONLY)

FILED

APR 19 2016

**BY ADMINISTRATOR
CORPORATIONS DIVISION**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Lori Carpentier

Address

950 Victors Way, Ste. 100

City

Ann Arbor

State

MI

ZIP Code

48108

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appears in Item 6.

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation(s) executes the following Certificate:

1. The Plan of Merger is as follows:

a. The name of each constituent corporation and its identification number is:

Planned Parenthood Affiliates of Michigan, Inc.

709546

Planned Parenthood of Michigan

701208

b. The name of the constituent corporation that will be the surviving corporation and its identification number is:

Planned Parenthood of Michigan

701208

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class and series	Indicate classes and series of shares that are entitled to vote	Indicate each class and series that is entitled to vote as a class, if any
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

ay

2. Complete for Nonprofit Corporations Only

a) For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

b) For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

SEE ATTACHED

c) State the terms and conditions of the proposed merger.

SEE ATTACHED

d) Other provisions with respect to the merger are as follows:

SEE ATTACHED

3. a) State the manner and basis of converting the shares of or membership or other interest in, each constituent corporation into shares, obligations, or other securities of or membership or other interest in the surviving corporation, or into cash or other consideration.

b) The amendments to the Articles or a restatement of the Articles of the surviving corporation to be effected by the merger are as follows:

Article 1 of the Articles of Incorporation of the surviving corporation shall read:

1. The name of the corporation is:

PLANNED PARENTHOOD OF MICHIGAN

4. The corporation has complied with the applicable provision of the law of the jurisdiction where it is organized.

5. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

May 1, 2016

**ATTACHMENT TO CERTIFICATE OF MERGER/CONSOLIDATION
OF PLANNED PARENTHOOD AFFILIATES OF MICHIGAN, INC. (CID: 709-546)
AND
PLANNED PARENTHOOD OF MICHIGAN (CID: 701-208)**

ITEM 2. B)

(a) **Planned Parenthood Affiliates of Michigan, Inc.** is organized on a non-stock directorship basis pursuant to Section 305 of the Michigan Nonprofit Corporation Act.

(b) The members of the corporation are the Board of Directors serving as such from time to time.

(c) **Planned Parenthood Affiliates of Michigan, Inc.** has a volunteer Board of Directors. The Board of Directors consists of a maximum of 24 directors, currently there are 3 directors. Only directors may vote on questions before the board, with each director entitled to one vote. A plan of merger shall be authorized upon receiving the affirmative vote of a majority of directors then in office.

(a) **Planned Parenthood of Michigan** is organized on a non-stock directorship basis pursuant to Section 305 of the Michigan Nonprofit Corporation Act.

(b) The members of the corporation are the Board of Directors serving as such from time to time.

(c) **Planned Parenthood of Michigan** has a volunteer Board of Directors, with one-third of the Board of Directors elected each year. The Board of Directors consists of no fewer than 15 nor more than 25 directors. Only directors may vote on questions before the board, with each director entitled to one vote. A plan of merger shall be authorized upon receiving the affirmative vote of a majority of directors then in office.

ITEM 2. C)

Planned Parenthood of Michigan will be the sole surviving corporation, and the separate existence of Planned Parenthood Affiliates of Michigan, Inc. will cease.

Planned Parenthood of Michigan shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of each of the merging corporations, and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action. All interests of or belonging to or due to each of the merging corporations will be transferred to and vested in the surviving corporation without further act or deed. The surviving corporation shall be responsible and liable for all liabilities and obligations of each of the merged corporations. A claim existing or action or proceeding pending by or against a merging corporation may be prosecuted as if the merger or consolidation had not taken place, or the surviving corporation may be substituted in its place. The rights of creditors and a lien upon the property of such a corporation will not be impaired by the merger.

The surviving corporation will have not less than 15 nor more than 25 directors.

ITEM 2. D)

Article 1 of the Articles of Incorporation of the surviving corporation shall read:

1. The name of the corporation is:

PLANNED PARENTHOOD OF MICHIGAN

The Plan of Merger was adopted by the board of each constituent corporation under section 701.

The Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder or member of any constituent corporation.

6. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed Name	Corporation Transferred from	Expiration Date

Nonsurvivor name to be used as assumed name of survivor:

Planned Parenthood Affiliates of Michigan, Inc.

7. (Complete only section (a), (b), or (c) for each corporation).

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued shares or memberships, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

b) The Plan of Merger was approved by the shareholders or members of the following Michigan corporation(s) in accordance with section 703a of the Act.

By _____

(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

By _____

(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

c) The Plan of Merger was approved by the Board of Directors of the following Michigan nonprofit corporation(s) organized on a directorship basis in accordance with section 703a(3) of 1982 PA 162.

By _____

Kathy Humphrey
(Signature of Authorized Officer or Agent)

Kathy Humphrey, Chairperson

(Type or Print Name)

Planned Parenthood Affiliates of Michigan, Inc.

(Name of Corporation)

By _____

Denise Jacob
(Signature of Authorized Officer or Agent)

Denise Jacob, Chairperson

(Type or Print Name)

Planned Parenthood *of* Michigan

(Name of Corporation)

NO. 4534 P. 1

STATE OF MICHIGAN
DEPARTMENT OF ATTORNEY GENERAL



P.O. Box 30214
LANSING, MICHIGAN 48909

BILL SCHUETTE
ATTORNEY GENERAL

March 09, 2016

Lori Carpentier
Planned Parenthood Mid and South Michigan
P O Box 3673
Ann Arbor MI 48106

Fax (734) 973-0595

Re: MERGER OF: Planned Parenthood Affiliates of Michigan, Inc. [709546] into
Planned Parenthood Mid and South Michigan [701208]
AG: 8664

Dear Madam:

The Attorney General's Charitable Trust Section received your request to review the proposed merger of the above-captioned organizations pursuant to provisions of the Dissolution of Charitable Purpose Corporations Act, MCL 450.251 *et seq.* and the Supervision of Trustees for Charitable Purposes Act, MCL 14.251 *et seq.*

The Department of Attorney General does not object to the merger, but does remind the requesting parties that merger does not relieve the surviving party of its obligation to use charitable assets according to the purpose for which they were given. Additionally, this office requires prompt notification of the following:

- If there are significant changes to plan of merger or merger agreement;
- If the merger is delayed or abandoned; and
- When the merger documents are filed with the Corporations Division of the Michigan Department of Licensing and Regulatory Affairs.

This statement of non-objection of the Charitable Trust Section is limited to: 1) the facts represented in materials disclosed to this office in connection with the proposed merger; 2) the named organizations; and 3) the following statutes: the Dissolution of Charitable Purpose Corporations Act, MCL 450.251 *et seq.* and the Supervision of Trustees for Charitable Purposes Act, MCL 14.251 *et seq.* The Charitable Trust Section takes no position on the requesting parties' compliance with any other state or federal law in connection with the proposed merger.

Sincerely,

Joseph J. Kuhlman, Auditor
Charitable Trust Section
(517) 373-1152

R. 9. 2016 3:42PM

