

Division of Corporations

http://www.fls.gov/scripts/efilcovr.exe

No 100003089

New Foundation / General
6591 -1

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

EFFECTIVE DATE

FL02

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and number (shown below) on the top and bottom of all pages of the document.

(((H01000125017 3)))

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)205-0380

From: Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFF
Account Number : I19990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

FILED
01 DEC 31 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ANEW FOUNDATION, INC.

Effective Date: January 1, 2002

RECEIVED
JAN -2 AM 11:43
DIVISION OF CORPORATIONS

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

see 12/31 - 517 KRB

*Merger
KRB
12/31*

Electronic Filing Menu

Corporate Filing

Public Access Help

(9)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

STANLEY FOUNDATION, INC., a Florida corporation, document number
N98000003264

INTO

ANEW FOUNDATION, INC., a Florida entity, N01000003089.

File date: December 31, 2001 , effective January 1, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2002

ANEW FOUNDATION, INC.
1025 ORANGE AVE.
WINTER PARK, FL 32790-0644

SUBJECT: ANEW FOUNDATION, INC.
REF: N01000003089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please reflect the entire name of the merging corp. in the heading - STANLEY FOUNDATION, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H01000125017
Letter Number: 402A00000039

((H01000125017 3)))

EFFECTIVE DATE
1-1-02

FILED
01 DEC 31 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
STANLEY FOUNDATION, INC.
WITH AND INTO ANEW FOUNDATION, INC.**

The undersigned entities, STANLEY FOUNDATION, INC., a Florida non-profit corporation (document number N98000003264), and ANEW FOUNDATION, INC., a Florida non-profit corporation (document number N01000003089), do hereby agree and adopt the following Articles of Merger pursuant to section 617.1105, Florida Statutes, for the purpose of merging STANLEY FOUNDATION, INC. with and into ANEW FOUNDATION, INC.

1. The name of surviving entity as a result of this merger shall be ANEW FOUNDATION, INC., a Florida non-profit corporation.
2. The name of merging entity is STANLEY FOUNDATION, INC., a Florida non-profit corporation.
3. The Agreement and Plan of Merger of STANLEY FOUNDATION, INC. With and Into ANEW FOUNDATION, INC. ("Agreement and Plan of Merger") satisfies the requirements set forth in section 617.1101, Florida Statutes, and is attached hereto as "Exhibit A" and incorporated herein by reference.
4. The merger pursuant to this Agreement and Plan of Merger shall become effective as of 12:00am on January 1, 2002.
5. The Board of Directors of STANLEY FOUNDATION, INC., the corporation merged out of existence pursuant to the merger, approved and adopted in accordance to Chapter 617, Florida Statutes, the Agreement and Plan of Merger as of December 21, 2001 and directed that such document be submitted to a vote of its members. As of December 21, 2001, the sole member of STANLEY FOUNDATION, INC. voted for the approval and adoption of the Agreement and Plan of Merger in accordance with the procedures and requirements set forth in the STANLEY FOUNDATION, INC. bylaws.
6. The Board of Directors of ANEW FOUNDATION, INC., the surviving corporation in the merger, approved and adopted in accordance to Chapter 617, Florida Statutes, the Agreement and Plan of Merger as of December 21, 2001 and directed that such document be submitted to a vote of its members. As of December 21, 2001, the sole member of ANEW FOUNDATION, INC. voted for the approval and adoption of the Agreement and Plan of Merger in accordance with the procedures and requirements set forth in the ANEW FOUNDATION, INC. bylaws.

FILED
01 DEC 31 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
01 DEC 31 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
((H01000125017 3)))

((H01000125017 3))

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 21 day of December, 2001.

STANLEY FOUNDATION, INC.:

ANEW FOUNDATION, INC.:

By: 
Susan Stanley Taylor, President

By: 
Ann Clement, President

((H01000125017 3))

**AGREEMENT AND PLAN OF MERGER OF
STANLEY FOUNDATION, INC. WITH AND INTO
ANEW FOUNDATION, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 21st day of December, 2001, by and between STANLEY FOUNDATION, INC., a Florida non-profit corporation, and ANEW FOUNDATION, INC., a Florida non-profit corporation (collectively referred to as the Foundations).

WITNESSETH:

WHEREAS, STANLEY FOUNDATION, INC. is organized in part to develop and administer a scholarship program for individuals in need of mental health treatment, including but not limited to, individuals in various forms of addiction;

WHEREAS, ANEW FOUNDATION, INC. is organized in part to promote and provide guidance opportunities to low income individuals actively striving to recover and rebuild their lives from prior drug, alcohol, and/or other substance abuse;

WHEREAS, in order to more efficiently and effectively accomplish the stated purposes of the Foundations, the directors and members of STANLEY FOUNDATION, INC. and ANEW FOUNDATION, INC. deem it advisable and in the best interests of STANLEY FOUNDATION, INC. to be merged with and into ANEW FOUNDATION, INC., under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Foundations agree as follows:

**ARTICLE I
TERMS AND CONDITIONS OF MERGER**

- A. Pursuant to the authority set forth in Chapter 617, Florida Statutes, STANLEY FOUNDATION, INC. shall be merged with and into ANEW FOUNDATION, INC.
- B. The surviving entity following the merger shall be ANEW FOUNDATION, INC. and the corporate existence of STANLEY FOUNDATION, INC. shall cease as of the effective date of this Agreement and Plan of Merger.
- C. As of the effective date of this Agreement and Plan of Merger, ANEW FOUNDATION, INC. shall possess all of the rights, privileges, powers and franchises of STANLEY FOUNDATION, INC. of a public as well as private nature, and all property, real, personal or otherwise, of STANLEY FOUNDATION, INC., and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in ANEW FOUNDATION, INC. without further act or deed; and except as provided herein, the

((H01000125017 3))

((H01000125017 3))

identity, existence, purposes, powers, franchises, rights, immunities and liabilities of ANEW FOUNDATION, INC. shall continue unaffected and unimpaired by the merger.

**ARTICLE II
BYLAWS**

The Bylaws for ANEW FOUNDATION, INC. as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Bylaws of ANEW FOUNDATION, INC. until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger hereunder.

**ARTICLE III
ARTICLES OF INCORPORATION**

The Articles of Incorporation for ANEW FOUNDATION, INC. as in effect immediately prior to the merger hereunder, shall, after the merger, remain the same until duly amended in accordance with law, and no change to such Articles shall be effected by the merger hereunder.

**ARTICLE IV
EFFECTIVE DATE**

The merger hereunder shall be effective as of the date indicated on the Articles of Merger of Stanley Foundation, Inc. With and Into Anew Foundation, Inc.

**ARTICLE V
MISCELLANEOUS**

- A. Signature received by facsimile from any party executing this Agreement and Plan of Merger shall be deemed to be an original.
- B. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.
- C. The Effective Date of this Agreement and Plan of Merger shall be the date upon which the Articles of Merger are filed with the Florida Secretary of State.

((H01000125017 3))

((H01000125017 3))

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

WITNESSED

ANEW FOUNDATION, INC.:

Janet H. Whedman
Eileen Shay

Ann Clement
Ann Clement, Director and Sole Member

Janet H. Whedman
Eileen Shay

Pamela Coburn
Pam Coburn, Director

Janet H. Whedman
Kathleen Shy

Dean Campbell
Dean Campbell, Director

STANLEY FOUNDATION, INC.

Janet H. Whedman
Eileen Shay

Susan Stanley Taylor
Susan Stanley Taylor, Director
and Sole Member

Janet H. Whedman
Eileen Shay

James Robert Taylor
James Robert Taylor, Director

Thomas Bahnson Stanley, III, Director

((H01000125017 3))

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

WITNESSED

Janet H. Waldman
Eileen Shay

Janet H. Waldman
Eileen Shay

Janet H. Waldman
Eileen Shay

Janet H. Waldman
Eileen Shay

Janet H. Waldman
Eileen Shay

Nicholas N. Papp
Sarah Papp

ANEW FOUNDATION, INC.:

Ann Clement
Ann Clement, Director and Sole Member

Pamela Coburn
Pam Coburn, Director

Dea Campbell
Dea Campbell, Director

STANLEY FOUNDATION, INC.

Susan Stanley Taylor
Susan Stanley Taylor, Director
and Sole Member

James Robert Taylor
James Robert Taylor, Director

Thomas Bahnsen Stanley, III
Thomas Bahnsen Stanley, III, Director

((H01000125017 3))