

N03000006699

Florida Department of State
Division of Corporations
Public Access System

6178-1

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.

((H04000254735 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 : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813)221-3900
Fax Number : (813)221-2900

04 DEC 29 PM 2:45
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
DEC 29 AM 10:42
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

*N03000006699/50185
M J M
12-29-04*

((H04000254735 3))

**ARTICLES OF MERGER
OF**

**THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.,
a Georgia Not For Profit Corporation,**

WITH AND INTO

**THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.,
a Florida Not For Profit Corporation**

Pursuant to the provisions of Sections 14-3-1103, 14-3-1104 and 14-3-1106 of the Georgia Not For Profit Corporation Law, and pursuant to the provisions of Sections 617.1105 and 617.1107 of the Florida Statutes, **THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**, a Georgia Not For Profit Corporation (authorized to transact business in Florida) and **THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**, a Florida Not For Profit Corporation, do hereby adopt the following Articles of Merger:

First: The name and jurisdiction of the merging Not For Profit Corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.	Georgia

FILED
04 DEC 29 PM 2:4
HILL WARD HENDERSON
SECRETARY

Second: The name and jurisdiction of the surviving Not For Profit Corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.	Florida

Third: The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease as of the Effective Date (as hereinafter defined). A copy of the Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

Fourth: The Articles of Merger and Plan of Merger were unanimously approved by the Board of Directors of the Merging Corporation by unanimous written consent on the 26th day of December 2004, in accordance with applicable Georgia law.

Fifth: The Articles of Merger and Plan of Merger were unanimously approved and adopted by the Board of Directors of the Surviving Corporation by unanimous written consent on the 26th day of December 2004, in accordance with applicable Florida law.

(TP144431 ((H04000254735 3)))

((H04000254735 3))

Fifth(A): Neither the Merging Corporation, nor the Surviving Corporation has any members.

Fifth(B): The number of directors in office for each of the Merging Corporation and the Surviving Corporation on the date of the adoption of the Plan of Merger was six (6).

Fifth(C): The vote of the directors for the adoption of the plan was unanimous.

Sixth: The merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

((H04000254735 3))

DEC. 29. 2004 10:29AM

HILL WARD HENDERSON

NO. 7111 P. 4

((H04000254735 3))

Sixth: The merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 26 day of December, 2004.

MERGING CORPORATION:

SURVIVING CORPORATION:

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.,
a Georgia Not For Profit corporation

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.,
a Florida Not For Profit corporation

By: Chris Chapman Hilton
Chris Chapman Hilton

By: Chris Chapman Hilton
Chris Chapman Hilton

Title: Director and Chairperson

Title: Director and Chairperson

((H04000254735 3))

((H04000254735 3))

EXHIBIT "A"

**PLAN OF MERGER
for the merger of
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.
(A Georgia Not For Profit Corporation)
with and into
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

This is a Plan of Merger (the "Plan") between THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC., a Georgia Not For Profit Corporation (authorized to transact business in Florida) (the "Merging Corporation"), and THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC., a Florida Not For Profit Corporation (the "Surviving Corporation").

**ARTICLE I
PLAN OF MERGER**

1.1 Merging Corporation. The name, address and jurisdiction of organization and governing law of the Merging Corporation are:

<u>NAME AND ADDRESS</u>	<u>JURISDICTION AND GOVERNING LAW</u>
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC. 1001 U.S. Highway One, S-702 Jupiter, FL 33477	Georgia

1.2 Surviving Corporation. The name, address and jurisdiction of organization and governing law of the Surviving Corporation are:

<u>NAME AND ADDRESS</u>	<u>JURISDICTION AND GOVERNING LAW</u>
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC. 700 Brickell Avenue 10 th Floor Miami, Florida 33131	Florida

1.3 Plan Adopted. The plan of merger, which was approved by the Board of Directors of the Merging Corporation and the Surviving Corporation, is adopted as follows:

(a) The Merging Corporation shall be merged with and into the Surviving Corporation to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC., a Florida Not For Profit Corporation.

{TP144437:1}

((H04000254735 3))

((H04000254735 3))

(c) The outstanding membership interests of the Merging Corporation shall be cancelled without consideration.

(d) The outstanding membership interests of the Surviving Corporation shall remain outstanding and are not affected by the merger.

(e) When this plan shall become effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(f) The Surviving Corporation will carry on business with the assets of the Merging Corporation.

(g) The Articles of Incorporation of the Surviving Corporation, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

1.4 **Registered Agent.** The Registered Agent and Registered Office for the Surviving Corporation shall be Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

1.5 **Effective Date.** The effective date of the merger shall be upon filing with the Department of State of State of Florida of the Articles of Merger executed by the parties on even date herewith.

IN WITNESS WHEREOF, this Plan of Merger was executed on this 26 day of December, 2004.

MERGING CORPORATION:

SURVIVING CORPORATION:

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC., a Georgia Not For Profit corporation

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC., a Florida Not For Profit corporation

By: Chris Chapman Hilton
Chris Chapman Hilton

By: Chris Chapman Hilton
Chris Chapman Hilton

Title: Director and Chairperson

Title: Director and Chairperson

((H04000254735 3))