

ND 40-0000588

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

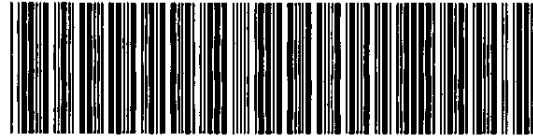
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200261376692

06/26/14--01030--008 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF REEL & RECORDS  
14 JUN 26 AM 09 09

Margen  
@ 7.14.14

**GRAY | ROBINSON**  
ATTORNEYS AT LAW

954-761-8111

STEVEN.LESSNE@GRAY-ROBINSON.COM

LAS OLAS CITY CENTRE  
401 EAST LAS OLAS BOULEVARD  
SUITE 1000  
P.O. BOX 2328 (33303-9998)  
FORT LAUDERDALE, FL 33301  
TEL 954-761-8111  
FAX 954-761-8112  
gray-robinson.com

BOCA RATON  
FORT LAUDERDALE  
JACKSONVILLE  
KEY WEST  
LAKELAND  
MELBOURNE  
MIAMI  
NAPLES  
ORLANDO  
TALLAHASSEE  
TAMPA

June 25, 2014

**SENT VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

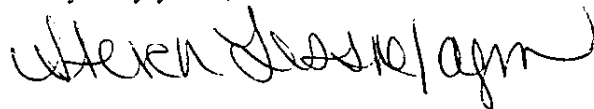
***Re: Articles of Merger of Congregation Beth Tikvah of West Boca Raton, Inc. Into  
Congregation Shaarei Kodesh of Boca Raton, Inc.***

Dear Sir or Madam:

I am enclosing the original and one copy of the Articles of Merger of Congregation Beth Tikvah of West Boca Raton, Inc. Into Congregation Shaarei Kodesh of Boca Raton, Inc. with its Exhibit "A" (an Agreement and Plan of Merger), for filing with the Division of Corporations. Also enclosed is our check in the amount of \$70.00, which represents the filing fee. Please file the documents and return a file-stamped copy to us in the enclosed Federal Express envelope. A Federal Express Airbill has been included for your convenience.

Should you require anything further, please do not hesitate to contact me.

Very truly yours,



Steven A. Lessne

SAL/agn  
Enclosures

**SIGNED IN MR. LESSNE'S  
ABSENCE TO AVOID DELAY**

**ARTICLES OF MERGER  
OF  
CONGREGATION BETH TIKVAH OF WEST BOCA RATON, INC.  
INTO  
CONGREGATION SHAAREI KODESH OF BOCA RATON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE LAW  
14 JUN 26 09 03 09

Pursuant to the provisions of Section 617.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations parties to the merger are CONGREGATION BETH TIKVAH OF WEST BOCA RATON, INC., a Florida not-for-profit corporation, and CONGREGATION SHAAREI KODESH OF BOCA RATON, INC., a Florida not-for-profit corporation. The surviving corporation is CONGREGATION SHAAREI KODESH OF BOCA RATON, INC.

SECOND: The Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.


THIRD: Neither the members of CONGREGATION BETH TIKVAH OF WEST BOCA RATON, INC. nor of CONGREGATION SHAAREI KODESH OF BOCA RATON, INC. are entitled to vote on the Plan of Merger.

FOURTH: The Plan of Merger was duly adopted by the directors of CONGREGATION BETH TIKVAH OF WEST BOCA RATON, INC. on June 8, 2014. The number of directors in office at the time was 11. The vote in favor of the Plan was 7-0.

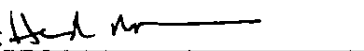
FIFTH: The Plan of Merger was duly adopted by the directors of CONGREGATION SHAAREI KODESH OF BOCA RATON, INC. on June 10, 2014. The number of directors in office at the time was 20. The vote in favor of the Plan was 11-0 (with one abstention).

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officer this 18 day of June, 2014.

CONGREGATION BETH TIKVAH OF  
WEST BOCA RATON, INC.

By:   
Iona Sosnoski, President

CONGREGATION SHAAREI KODESH  
OF BOCA RATON, INC.

By:   
Heidi Aronson, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into between Congregation Beth Tikvah of West Boca Raton, Inc., a Florida not-for-profit corporation ("CBT"), and Congregation Shaarei Kodesh of Boca Raton, Inc., a Florida not-for-profit corporation ("CSK").

WHEREAS, prior to 2007, CBT and CSK operated as separate Conservative Jewish synagogues in Palm Beach County, Florida; and

WHEREAS, in 2007, the Boards of Directors of CBT and CSK voted to consolidate their respective synagogues and religious schools, effective June 3, 2007, pursuant to the terms of a "Memorandum of Understanding," a copy of which is attached hereto; and

WHEREAS, through a series of actions taken following the approval of the Memorandum of Understanding, CSK and CBT consolidated all of their assets, liabilities, congregants, religious school students, religious school staff, office staff, accounting records, software and holy relics, and began conducting joint services and religious school classes at CBT's former premises, the lease to which CSK assumed; and

WHEREAS, following the approval of the Memorandum of Understanding, CBT and CSK announced to the community, through local newspapers, that they had "merge[d]," "combin[ed]" and "become one," and

WHEREAS, following the approval of the Memorandum of Understanding, CSK's President wrote to the combined congregation about "[t]he merger of [CSK} and [CBT]..."; and

WHEREAS, following the approval of the Memorandum of Understanding, CSK's accountant advised the IRS, that "[d]uring 2007, [CBT] merged with [CSK]"; and

WHEREAS, since 2007, CBT and CSK have been functioning and operating as a single congregation and religious school under CSK's name; and

WHEREAS, CBT and CSK never adopted a formal "Plan of Merger" or filed "Articles Of Merger" with the State of Florida; and

WHEREAS, CBT and CSK wish to formally ratify and record their prior merger-in-fact with the State of Florida.

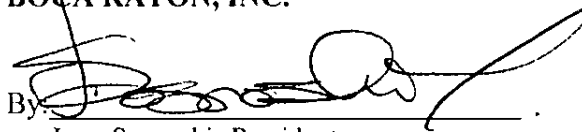
NOW, THEREFORE, the Boards of Directors of CBT and CSK hereby approve and ratify this Agreement and Plan of Merger as follows:

1. The "Surviving Corporation" of the merger between CBT and CSK is CSK (Congregation Shaarei Kodesh of Boca Raton, Inc.).

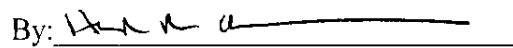
2. All property of CBT as of June 3, 2007 or thereafter (including but not limited to the assets listed on the attached July 17, 2007 "Inventory List," accounting records, software, holy relics and expectancies) is now the property of CSK.
3. All liabilities of CBT as of June 3, 2007 or thereafter (including but not limited to CBT's lease, as amended) are now the liabilities of CSK.
4. CBT and CSK will continue to operate as a single congregation and religious school.
5. Any memorial funds established and held by CBT shall continue to be earmarked by CSK for their assigned purposes.
6. The merger between CBT and CSK will not result in any changes to the Articles of Incorporation of CSK.
7. All members of CBT as of June 3, 2007 or thereafter shall be entitled to become members of CSK, subject to their obligation to pay dues and other amounts required to be paid by members of CSK.
8. The adoption of this Plan of Merger and/or the subsequent filing of Articles of Merger with the State of Florida shall not affect the *de facto* merger of CBT and CSK that occurred in 2007, nor shall it affect any rights or obligations that inured to CSK as a result of the *de facto* merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each of the constituent corporations after approval of their Boards of Directors.

**CONGREGATION BETH TIKVAH OF WEST  
BOCA RATON, INC.**

By:   
Iona Sosnoski, President

**CONGREGATION SHAAREI KODESH OF  
BOCA RATON, INC.**

By:   
Heidi Aronson, President