

NO4792

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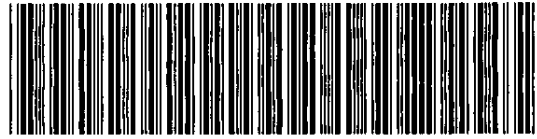
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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JUN 26 2013  
8107 9 2 AM  
T. LEMIEUX

*M. J. ...*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 702502 7266213  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : June 25, 2013  
ORDER TIME : 4:48 PM  
ORDER NO. : 702502-005  
CUSTOMER NO: 7266213

ARTICLES OF MERGER

CARON FOUNDATION OF FLORIDA,  
INC.

INTO

HANLEY CENTER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE  
7-1-13

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Hanley Center, Inc.	Florida	N04792

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Caron Foundation of Florida, Inc.	Pennsylvania	F0300000815

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 07 / 01 / 2013 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

2013 JUN 26 PM 1:53  
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TALLAHASSEE, FLORIDA  
FILED

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on May 23, 2013  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
1 FOR 0 AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_ The number of directors in office was \_\_\_\_\_ The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on May 23, 2013  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 1 FOR 0 AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_ The number of directors in office was \_\_\_\_\_ The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

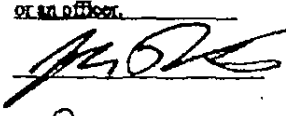
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

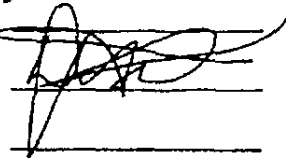
Hanley Center, Inc.



Andrew J. Rothermel

Chief Executive Officer

Caron Foundation of Florida, Inc.



Doug Ticman

President and Chief Executive Officer

**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Hanley Center, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Caron Foundation of Florida, Inc.</u>	<u>Pennsylvania</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The terms and conditions of the merger are as follows:

See Attached Exhibit A - Plan of Merger

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None

Other provisions relating to the merger are as follows:

N/A

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

This Plan of Merger ("Plan"), dated as of July 1, 2013 by and between Hanley Center, Inc. ("HCI" and as the survivor of the merger provided herein, the "Surviving Corporation"), a Florida not for profit corporation, and Caron Foundation of Florida, Inc. ("Caron-Florida"), a Pennsylvania nonprofit corporation.

### **RECITALS:**

A. The Board of Directors of HCI, by resolutions duly adopted, has approved this Plan and declared it to be advisable and in the best interest of HCI that Caron-Florida merge with and into HCI, with HCI being the Surviving Corporation, in the manner and upon the terms set forth herein (the "Merger").

B. The Board of Directors of Caron-Florida, by resolutions duly adopted, has approved this Plan and declared it to be advisable and in the best interest of Caron-Florida that Caron-Florida merge with and into HCI, with HCI being the Surviving Corporation, in the manner and upon the terms set forth herein.

C. The Board of Trustees of the Richard J. Caron Foundation, by resolutions duly adopted, has approved this Plan and declared it to be advisable and in its best interest (in its capacity as Sole Member of each of HCI and Caron-Florida as defined in Section 6) that Caron-Florida merge with and into HCI, with HCI being the Surviving Corporation, in the manner and upon the terms set forth herein.

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof, and in consideration of the mutual covenants and agreements contained herein, HCI and Caron-Florida, intending to be legally bound, hereby covenant and agree as follows:

1. Plan of Merger. This Plan, pursuant to the Florida Not For Profit Corporation Act and Pennsylvania Nonprofit Corporation Law of 1988, as amended, is adopted as follows:

(a) On the Effective Date (as defined in Section 5), Caron-Florida shall be merged with and into HCI, and thereupon the separate existence of Caron-Florida shall cease and HCI shall continue to exist as the Surviving Corporation. Pursuant to the Merger, (a) all the property (real, personal and mixed), rights, powers, duties and obligations of Caron-Florida and all debts due on any account to Caron-Florida shall be fully vested in HCI, and (b) HCI shall assume all of the obligations and liabilities of Caron-Florida as if HCI had itself incurred such obligations and liabilities.

2. Name. The name of the Surviving Corporation shall be "Hanley Center, Inc."

3. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall be the amended and restated articles of incorporation of HCI ("Articles"), in the form attached hereto as Exhibit A, until further amended as provided by law and in accordance with its terms.

4. Bylaws. The bylaws of the Surviving Corporation shall be the amended and restated bylaws of HCI, in the form attached hereto as Exhibit B, until further amended as provided by law and in accordance with its terms ("Bylaws");

5. Effective Date. The effective date of the Merger shall be July 1, 2013 ("Effective Date").

6. Members. HCI and Caron-Florida each have a membership limited to one class and only have one member. The identity of the sole member for each of HCI and Caron-Florida is the Richard J. Caron Foundation, a Pennsylvania nonprofit corporation. The sole member as of the Effective Date shall be and remain the Richard J. Caron Foundation ("Sole Member"). The Sole Member shall continue to have the rights set forth in the Florida Not For Profit Corporation Act, except as otherwise provided in the Articles or Bylaws. The interests of such Sole Member shall continue to be non-assessable.

7. Amendment. HCI and Caron-Florida may, by mutual agreement in writing authorized by their respective boards, and subject to authorization of Sole Member, amend this Plan at any time prior to the filing of the articles of merger with the Department of State of Florida.

8. Termination or Abandonment. HCI and Caron-Florida may, by mutual agreement in writing authorized by their respective boards, and subject to authorization of Sole Member, terminate or abandon this Plan at any time prior to the filing of the articles of merger with the Department of State of Florida.

9. Further Assurances. If at any time after the Effective Date, the Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all the property (real, personal and mixed), rights, powers, duties and obligations of Caron-Florida, then the officers and directors of the Surviving Corporation, or at their request the persons who were officers of Caron-Florida immediately prior to the Effective Date, as such officers, shall have the authority to and shall take all such actions and execute and deliver all such instruments as the Surviving Corporation may determine to be necessary or desirable.

[This space intentionally left blank]



10. Governing Law. The validity, interpretation, and performance of this Plan shall be governed by, construed, and enforced in accordance with the laws of the state of Florida, unless stated otherwise within this Plan and notwithstanding the law of conflicts of laws.

IN WITNESS WHEREOF, HCI and Caron-Florida have caused this Plan to be executed as of the date first written above.

HANLEY CENTER, INC:

By: \_\_\_\_\_

Doug Tieman  
President

By: \_\_\_\_\_

Andrew J. Rothermel

CEO Hanley Center

CARON FOUNDATION OF FLORIDA, INC:

By: \_\_\_\_\_

Doug Tieman  
President and Chief Executive Officer

By: \_\_\_\_\_

Andrew J. Rothermel

CEO Hanley Center

The Sole Member hereby consents to the execution of the Articles of Merger by each of HCI and Caron-Florida as of the date first written above.

THE RICHARD J. CARON FOUNDATION

By: \_\_\_\_\_

Doug Tieman  
President and Chief Executive Officer

By: \_\_\_\_\_

Andrew J. Rothermel

CEO Hanley Center