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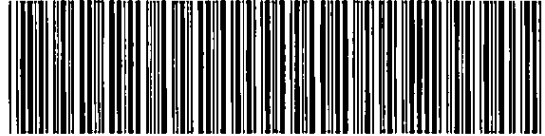
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MAX PLANCK FLORIDA CORPORATION

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

RAQUEL A. RODRIGUEZ

(Contact Person)

MCDONALD HOPKINS LLC

(Firm/Company)

200 S. BISCAYNE BLVD., SUITE 2600

(Address)

MIAMI, FLORIDA 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

RAQUEL A. RODRIGUEZ, ESQ.

(Name of Contact Person)

At (305) 704-3994

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



MAX PLANCK
FLORIDA INSTITUTE FOR
NEUROSCIENCE

ARTICLES OF MERGER MAX PLANCK FLORIDA CORPORATION

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1.105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name MAX PLANCK FLORIDA CORPORATION Jurisdiction FLORIDA
Document Number N07000008745

Second: The name and jurisdiction of the merging corporation:

Name MAX PLANCK FLORIDA FOUNDATION Jurisdiction FLORIDA
Document Number N10000001530

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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.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

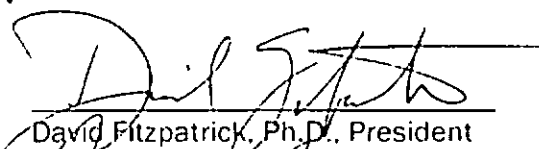
The plan of merger was adopted on November 10, 2018, by written consent of the sole member of the Surviving Corporation and executed in accordance with section 617.0701, Florida Statutes.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)

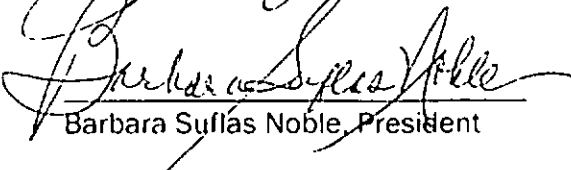
The plan of merger was adopted on November 8, 2018, by written consent of the sole member of the Merging Corporation and executed in accordance with section 617.0701, Florida Statutes.

Seventh: SIGNATURES FOR EACH CORPORATION

MAX PLANCK FLORIDA CORPORATION


David Fitzpatrick, Ph.D., President

MAX PLANCK FLORIDA FOUNDATION


Barbara Suffas Noble, President

PLAN OF MERGER

November 15th

This Plan of Merger (this "Plan") is made and entered into as of ~~October~~, 2018 between Max Planck Florida Foundation, Inc., a Florida Not For Profit Corporation ("Merged Corporation"), and Max Planck Florida Corporation d/b/a Max Planck Florida Institute for Neuroscience, a Florida Not For Profit Corporation ("Surviving Corporation").

Recitals:

1. The parties desire to consummate a merger whereby Merged Corporation will be merged with and into Surviving Corporation in the manner provided for in this Plan pursuant to the provisions of Sections 617.1101 – 617.1106 of the Florida Not For Profit Corporation Act, as amended (the "Act").
2. Each of Merged Corporation and Surviving Corporation is an organization which qualifies as an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code").
3. The sole member and Board of Trustees of Surviving Corporation, on behalf of Surviving Corporation, and the sole member and Board of Trustees of Merged Corporation, on behalf of Merged Corporation, have each approved and adopted this Plan providing for the merger of Merged Corporation with and into Surviving Corporation.

NOW, THEREFORE, the parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. **Recitals.** The foregoing recitals are true and complete in every respect and are incorporated by reference herein.
2. **Merger.** Upon the terms and conditions of this Plan, as of the Effective Time (as defined in **Section 3** hereof), Merged Corporation shall be merged with and into Surviving Corporation pursuant to the provisions of Sections 617.1101 – 617.1106 of the Act (the "Merger"). Surviving Corporation shall be the "Surviving Corporation" of the Merger (as such term is used in the Act) and shall continue its existence under the laws of the State of Florida, and the separate existence of Merged Corporation shall cease.
3. **Effective Time.** Following the execution of this Plan by the parties, Articles of Merger shall be executed by the parties and thereafter delivered to the Florida Department of State, Division of Corporations (the "Corporations Division") for filing in accordance with the applicable provisions of the Act. The Merger shall become effective at the time of the filing of the Articles of Merger with the Corporations Division (the date and time of such filing being referred to herein as the "Effective Time").
4. **Name of Surviving Corporation; Principal Office.** Following the Merger, the name of Surviving Corporation shall be Max Planck Florida Corporation, and it shall use fictitious names Max Planck Florida Institute, Max Planck Florida Institute for Neuroscience, Max Planck Florida Foundation and such other fictitious names authorized by its Board of Trustees, and its principal office shall remain located at One Max Planck Way, Jupiter, FL 33458.
5. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of Surviving Corporation as currently on file with the Corporations Division shall be and remain the Articles

of Incorporation of Surviving Corporation following the Merger. Such Articles of Incorporation may be amended in accordance with the provisions set forth therein at any time before or after the Effective Time.

6. **Bylaws of Surviving Corporation.** The Bylaws of Surviving Corporation as the same shall exist as of the Effective Time shall be and remain the Bylaws of Surviving Corporation following the Merger subject to the following amendment to Section 7.1, which shall be restated in full as follows:

To the greatest extent permitted by applicable law (including Chapter 617 of the Florida Statutes), as the same now exists or may hereafter be amended, substituted, or replaced (but in the case of any such amendment, substitution, or replacement, only to the extent that such amendment, substitution, or replacement permits the Corporation to provide broader indemnifications than the Corporation was permitted to provide prior to such amendment, substitution, or replacement), the Corporation shall indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an "agent" of the Corporation includes, without limitation, any person who is or was a Trustee, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a trustee, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Further, to the extent that the Article 7 of the Bylaws of the Surviving Corporation provides broader indemnification or other protection to directors, trustees, officers, agents, or employees (the "Covered Persons") than the Bylaws of the Merged Corporation, the provisions of Article 7 of the Bylaws of the Surviving Corporation shall apply to all actions taken or not taken by the Covered Persons prior to the Merger. Such Bylaws of the Surviving Corporation may be amended in accordance with the provisions set forth therein at any time after the Effective Time.

7. **Directors and Officers of Surviving Corporation.** The directors (or "Trustees," as referred to in the Surviving Corporation Bylaws) and officers of Surviving Corporation holding office immediately prior to the Effective Time shall continue as Trustees and officers of Surviving Corporation following the Merger, each to serve until a successor is duly elected and qualified or to the end of their respective terms.

8. **Directors and Officers of Merged Corporation.** The directors (or "Trustees," as referred to in the Merged Corporation Bylaws) of Merged Corporation holding office immediately prior to the Effective Time shall become new and additional Trustees of Surviving Corporation after the Effective Time such that the Board of Trustees of Surviving Corporation shall increase in size from 13 Trustees immediately prior to the Effective Time to as many as 30 Trustees on and following the Effective Time. Each new Trustee shall serve until the 2019 annual meeting of the sole member of Surviving Corporation, at which point, the sole member of the Surviving Corporation shall elect such Trustees to terms of 1, 2 or 3 years (in such order as determined by the sole member) in order to establish a staggered Board of Trustees of Surviving Corporation.

9. **Legal Consequences.** At the Effective Time, the legal consequences of the Merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, as the Effective Time, all the property, rights, privileges, powers, immunities and franchises of Merged Corporation and Surviving Corporation will vest in Surviving Corporation (as Surviving Corporation of the Merger), and all debts, liabilities, obligations and duties of Merged Corporation and Surviving Corporation shall become the debts, liabilities, obligations and duties

of Surviving Corporation (as Surviving Corporation of the Merger), including without limitation, any obligations of Merged Corporation to indemnify and protect the Merged Corporation's Trustees, officers, employees or agents from any claims or other liabilities in accordance with the Bylaws of Merged Corporation.

10. **Mode or Plan of Effecting Merger.** As of the Effective Time, the membership of Merged Corporation shall not be converted in any manner, but such membership which exists immediately prior to the Effective Time shall be, by virtue of the Merger and without any action by the Merged Corporation or Surviving Corporation or any other person, surrendered and extinguished and cease to exist and no membership of Surviving Corporation, cash, securities or other property shall be issued to the Merged Corporation in exchange thereof. Membership of the Surviving Corporation outstanding as of the Effective Time shall be and remain the outstanding membership of Surviving Corporation in accordance with its terms.

11. **Power to Abandon Plan.** This Plan may not be abandoned at any time prior to the Effective Time unless approved by the sole member of Surviving Corporation and the sole member of Merged Corporation.

IN WITNESS WHEREOF, the constituent entities have caused this Plan to be signed by their respective officers as of the date first written above.

MAX PLANCK FLORIDA CORPORATION
d/b/a MAX PLANCK FLORIDA INSTITUTE FOR
NEUROSCIENCE

By: 

Name:

David Fitzpatrick

Its:

CEO/President

MAX PLANCK FLORIDA FOUNDATION, INC.

By: 

Name:

GEORGE T. ELMORE

Its:

CHAIRMAN