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Division of Corporations Fax Number

3 (850)617-6380

From:

: C T CORPORATION SYSTEM Account Name

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MERGER OR SHARE EXCHANGE

THE RUTH AND LOUIS GERSTLE FOUNDATION, INC.

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2/4/2009

February 4, 2009

FLORIDA DEPARTMENT OF STATE

THE RUTH AND LOUIS GERSTLE FOUNDATION, INC. 10471 COPPER LAKE DR. BOYNTON BEACE, FL 33437

SUBJECT: THE RUTH AND LOUIS GERSTLE FOUNDATION, INC.

REF: N08000000929

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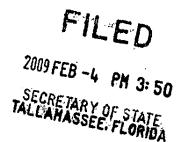
The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Articles of Merger for a Flroida Not For Profit Corporation, should be filed under 617.1105. The wrong form was completed.

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) 245-6908.

Sylvia Gilbert Regulatory Specialist II FAX Aud. #: H09000025633 Letter Number: 109A00004043



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	intaining corbotation:	
Name	Jurisdiction	Document Number (If known/ applicable)
The Ruth and Louis Gerstle Foundation, Inc.	Florida	
Second: The name and jurisdiction of ea	och <u>merging</u> corporation	:
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
The Ruth and Louis Geratle Foundation, Inc.	New York	
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effect Department of State	tive on the date the Artic	les of Merger are filed with the Florida
OR / / (Enter a spe	cific date. NOTE: An effecti	ve date cannot be prior to the date of filing or more than

(Attach additional sheets if necessary)

j

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
The pizh of interger was adopted by the members of the surviving corporation on The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: FORAGAINST
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 August 2008 . The number of directors in office was The vote for the plan was as follows: FOR
AGAINST
SECTION I
The plan of merger was adopted by the members of the merging corporation(s) on The number of votes cast for the merger was sufficient for approval and the vot
for the plan was as follows: FORAGAINST
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 August 2008. The number of directors in
office was 4

Name of Corneration	Simulate of the construent vice chairman of the board	Typed or Printed Name of Individual & Trite	
The Ruth and Louis Geratle Foundation,	North Most	Ruth Gerstle, Presiden	
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The Ruth and Louis Geratle Foundation	Back & Serster	Ruth Geratle, President	
Inc-		· · · · · · · · · · · · · · · · · · ·	
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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:		
Name	Jurisdiction	
The Ruth and Louis Gerstle Foundation, Inc.	Florida	
The name and jurisdiction of each merging corporation:		
Name	Jurisdiction	
The Ruth and Louis Gerstle Foundation, Inc.	New York	
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	,	

The terms and conditions of the merger are as follows: Upon this merger taking effect. The Ruth and Louis Gerstle Foundation, Inc. (Florida), the surviving corporation, shall continue in existence and, without further transfer, shall succeed to and possess all rights, privileges, immunities and franchises of a public as well as a private nature of the merging corporations being The Ruth and Louis Gerstle Foundation, Inc. (Florida) and The Ruth and Louis Gerstle Foundation, Inc. (New York). Title to all property, real and personal, owned by The Ruth and Louis Gerstle Foundation, Inc. (New York) shall be transferred to and vested in the surviving corporation. The Ruth and Louis Gerstle Foundation, Inc. (Florida), without reversion or impairment. Such transfer to and vesting in the surviving corporation. The Ruth and Louis Gerstle Foundation, Inc. (Florida), shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting, unless such consent or approval is specifically required, in the event of merger by law or by express provision in any contract, agreement, decree, order, or other instrument to which any of the constituent corporations so merged is a party or by which it is bound.

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: Pursuant to Section 908 of the New York Not-for-Profit Corporation Law, The Ruth and Louis Gerstle Foundation, Inc. (Florida), the surviving corporation, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liabilities or obligations of The Ruth and Louis Gerstle Foundation, Inc. (New York), previously amenable to suit in the State of New York, which is a constituent corporation in this mergar, and agrees that The Ruth and Louis Gerstle Foundation, Inc. (Florida), the surviving corporation, may be sued in New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of Section 807 of such Law or the use made of such property, or any transaction in connection therewith.