

NO80000006872

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

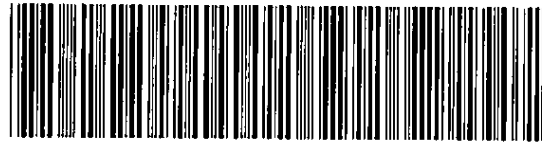
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2022 APR 27 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

2022 APR 26 PM 3:51

DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC.
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from this account: I20210000160

AMOUNT: ~~25.00~~

70.⁰⁰

AUTHORIZATION SIGNATURE: *[Signature]*

MATER ACADEMY FOUNDATION, INC. N08000006872

BUSINESS

DOCUMENT #

☐ Pick up time _____

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certified Copy of Articles

☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other
☐ **CORP**

AMENDMENTS

☐ Amendment
☐ Resignation of R.A. Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger
☐ **Conversion**

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ APOSTILL() Country: _____ Other

REGISTRATION/QUALIFICATIONS

☐ Foreign filing
☐ Limited Partnership
☐ Reinstatement

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
FOR
FLORIDA NOT-FOR-PROFIT CORPORATIONS**

This Articles of Merger is submitted to merge 8003 FOUNDATION, INC., a Florida not-for-profit corporation (the "Merging Company"), with and into MATER ACADEMY FOUNDATION, INC., a Florida not-for-profit corporation (the "Surviving Company"), in accordance with Section 617.1105 of the Florida Not For Profit Corporation Act:

1. The exact name, jurisdiction and document number of the Surviving Company, the surviving corporation, are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mater Academy Foundation, Inc.	Florida	N08000006872

2. The exact name, jurisdiction and document number of the Merging Company, the merging corporation, are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
8003 Foundation, Inc.	Florida	N13000004656

3. The Plan of Merger adopted by the Surviving Company and the Merging Company is attached hereto as Exhibit A and made a part hereof for all purposes.

4. There are no members of the Surviving Company. The Plan of Merger was adopted by the Board of Directors of the Surviving Company on April 19, 2022. The number of Directors in office were four. The vote approving the Plan of Merger was unanimous.

5. There are no members of the Merging Company. The Plan of Merger was adopted by the Board of Directors of the Merging Company on April 19, 2022. The number of Directors in office were five. The vote approving the Plan of Merger was unanimous.

6. The effective date of the merger will be the later of (a) the date of filing of this Articles of Merger with the Florida Department of State or (b) ~~April 25, 2022~~.

7. This Articles of Merger may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.


[END OF PAGE; SIGNATURE PAGE(S) FOLLOW]

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EXECUTED as of April 19, 2022.

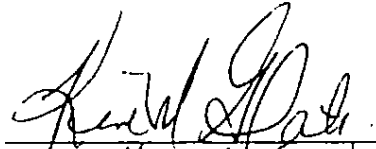
SURVIVING COMPANY:

MATER ACADEMY FOUNDATION, INC., a
Florida not-for-profit corporation

By: 
Name: Roberto C. Blanch
Title: President

MERGING COMPANY:

8003 FOUNDATION, INC., a Florida not-for-profit
corporation

By: 
Name: Kim M. Guilarte
Title: President

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EXHIBIT A

Plan of Merger

See Attached.

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is hereby adopted as of April __, 2022 by MATER ACADEMY FOUNDATION, INC., a Florida not-for-profit corporation (the "Surviving Company"), and 8003 FOUNDATION, INC., a Florida not-for-profit corporation (the "Merging Company"):

1. The exact name, organizational form and jurisdiction of the Merging Company, the merging corporation, are as follows:

<u>Name</u>	<u>Organizational Form</u>	<u>Jurisdiction</u>
8003 Foundation, Inc.	Not-For-Profit Corporation	Florida

2. The exact name, organizational form and jurisdiction of the Surviving Company, the surviving corporation, are as follows:

<u>Name</u>	<u>Organizational Form</u>	<u>Jurisdiction</u>
Mater Academy Foundation, Inc.	Not-For-Profit Corporation	Florida

3. The terms and conditions of this merger (the "Merger") are as follows:

(a) The Merger will become effective on the date (the "Effective Date") that is the later of (i) the date on which articles of merger regarding the Merger and containing the provisions required by, and executed in accordance with, Section 617.1105 of the Florida Not For Profit Corporation Act (the "Act") have been accepted for filing by the Florida Department of State or (ii) April 27, 2022.

(b) On the Effective Date, the Merging Company will be merged with and into the Surviving Company in accordance with the applicable provisions of the Act. The separate existence of the Merging Company will cease and the Surviving Company will continue as the surviving corporation of the Merger under the name of "Mater Academy Foundation, Inc."

(c) The Merger will have the effects provided therefor by Section 617.1106 of the Act.

(d) The articles of incorporation of the Surviving Company in effect immediately prior to the consummation of the Merger will be the articles of incorporation of the Surviving Company from and after the Effective Date, until thereafter amended, amended and restated, or repealed in accordance with applicable law.

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(e) The bylaws of the Surviving Company in effect immediately prior to the consummation of the Merger will continue as the bylaws of the Surviving Company from and after the Effective Date, until thereafter amended, amended and restated, or repealed in accordance with applicable law.

(f) The directors of the Surviving Company immediately prior to the consummation of the Merger will continue to be the directors of the Surviving Company from and after the Effective Date, unless and until such directors may resign or be removed and successor directors elected or appointed in accordance with the bylaws of the Surviving Company.

(g) The officers of the Surviving Company immediately prior to the consummation of the Merger will continue to be the officers of the Surviving Company from and after the Effective Date, unless and until such officers may resign or be removed and successor officers elected or appointed in accordance with the bylaws of the Surviving Company.

4. No changes in the articles of incorporation of the Surviving Company, as the surviving corporation, will be effected by the Merger.

5. The manner and basis, if any, of converting the memberships of the Merging Company, as the merging corporation, in memberships, obligations, or securities of the Surviving Company, as the surviving corporation, in whole or in part, into cash or other property are as follows:

The conversion of the memberships of the Merging Company is not applicable, as neither the Merging Company nor the Surviving Company has any members. Any and all rights to acquire memberships or other interests of the Merging Company will be deemed canceled and surrendered as of the Effective Date and will not be converted into cash or other property.

6. The Merging Company will, when requested by the Surviving Company, take any actions and execute and deliver any documents necessary or desirable to evidence or carry out the Merger contemplated by this Plan of Merger.

7. This Plan of Merger may be terminated and the Merger abandoned by mutual consent of the board of directors of the Surviving Company and the board of directors of the Merging Company at any time prior to the Effective Date.

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