

NO80000009299

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

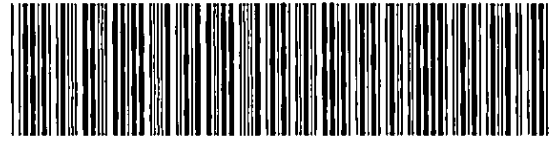
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: 3/20/19
Eric W/C T
Advised to remove
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FILED
2019 MAR 19 AM 11:05

19 MAR 15 AM 11:28

Handwritten signature

MAR 20 2019

I ALBRITTON

TA

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 3/15/2019

Acc#120160000072

Eric DW

Name:	P.A.N.I. FOUNDATION, INC.
Document #:	
Order #:	11518724

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **70.00**

19 MAR 15 AM 10:26

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2019

CT CORP
3458 LAKESHORE DRIVE
TALLAHASSEE, FL 32312

SUBJECT: P.A.N.I. FOUNDATION, INC.
Ref. Number: N08000009299

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 819A00005339

3/19/19

Corrected : Please allow original file date.
Thank you.

RECEIVED
19 MAR 19 AM 11:20
STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
MERGING
P.A.N.I. FOUNDATION, INC.
WITH AND INTO
P.A.N.I. FOUNDATION, INC.

FILED
2019 MAR 19 AM 11:05
CLERK OF DISTRICT COURT
HARRIS COUNTY TEXAS

Pursuant to Section 617.1105 of the Florida Statutes (the "*Florida Statutes*"), each of the undersigned hereby adopts the following Articles of Merger:

First: P.A.N.I. Foundation, Inc., a Florida nonprofit corporation ("*Non-Surviving Entity*"), and P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*"), have each approved, executed and adopted an agreement and plan of merger on March 12, 2019 (the "*Plan of Merger*"), whereby the Non-Surviving Entity will merge with and into the Surviving Entity in accordance with Sections 617.1101 and 617.1103 of the Florida Statutes.

Second: The name of the surviving nonprofit corporation is P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*"). The Surviving Entity exists before the merger and is a foreign entity. No amendments to the Certificate of Formation and Bylaws of the Surviving Entity are effected by the merger.

Third: The Plan of Merger has been approved as required by each domestic merging entity that is a nonprofit corporation in accordance with Sections 617.1101 and 617.1103 of the Florida Statutes.

Fourth: Neither the Surviving Entity, nor the Non-Surviving Entity has any members. The Surviving Entity has 3 directors, each of whom consented to the Plan of Merger pursuant to a unanimous written consent of the board of directors dated March 12, 2019. The Non-Surviving Entity has 3 directors, each of whom consented to the Plan of Merger pursuant to a unanimous written consent of the board of directors dated March 12, 2019.

Fifth: The executed Plan of Merger is on file at 3819 Swarthmore St., Houston, Texas 77005, the principal place of business of the Surviving Entity.

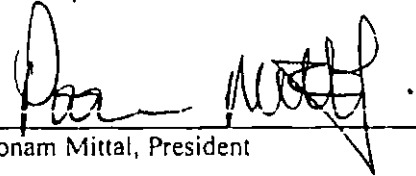
Sixth: These Articles of Merger are to become effective when the document is accepted and filed by the secretary of state.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

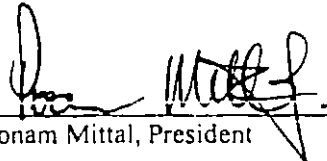
The undersigned sign these Articles of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Florida Statutes, or other law applicable to and governing each merging entity, to execute these Articles of Merger.

^{March}
Date: ~~February~~ 12, 2019

P.A.N.I. FOUNDATION, INC., a Texas
nonprofit corporation

By:  _____
Poonam Mittal, President

P.A.N.I. FOUNDATION, INC., a Florida
nonprofit corporation

By:  _____
Poonam Mittal, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of ~~February 12~~ ^{March} 2019, by and between P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Corporation*"), and P.A.N.I. Foundation, Inc., a Florida nonprofit corporation ("*P.A.N.I. Florida*").

1. An agreement and plan of merger merging P.A.N.I. Florida with and into the Corporation (this "*Merger Agreement*"), pursuant to the provisions of Section 10.002 of the Texas Business Organizations Code (the "*TBOC*") and Section 617.1101 of the Florida Statutes (the "*Florida Statutes*"), is adopted as follows:

(a) P.A.N.I. Florida will, effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "*Effective Date*"), the form of which is attached hereto as Exhibit A, merge with and into the Corporation (the "*Merger*") to exist and be governed by the laws of the State of Texas.

(b) Attached hereto as Exhibit B is the form of the Certificate of Merger to be filed with the Secretary of State of the State of Texas.

(c) The name of the surviving entity shall be P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*").

(d) The Surviving Entity will carry on its business with the assets of the Corporation as well as with the assets of P.A.N.I. Florida.

(e) Following the Effective Date, the Certificate of Formation and the Bylaws of the Corporation shall be the governing documents of the Surviving Entity and shall continue unchanged (other than the filing of a certificate of merger with respect to the Merger) in full force and effect until the same shall be altered, amended or repealed as provided therein or in accordance with the TBOC.

(f) The officers and directors of the Corporation shall continue to serve as the officers and directors of the Surviving Entity, all of whom shall hold office until their removal or until their term is otherwise terminated.

(g) This Merger Agreement shall be submitted for approval separately to the directors of the Corporation and P.A.N.I. Florida, in the manner provided by the TBOC and the Florida Statutes.

2. The parties will cause to be executed, filed and recorded, as applicable, any document or documents prescribed by the TBOC or Florida Statutes, and will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

3. The Surviving Entity shall assume and be responsible for all taxes and fees as may be due or required by law relating to P.A.N.I. Florida.

4. At and after the Effective Date, the Surviving Entity shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of P.A.N.I. Florida; all debts due to P.A.N.I. Florida on whatever account shall be vested in the Surviving Entity; all claims, demands, property, rights, privileges, powers and franchises and every other interest of P.A.N.I. Florida shall be as effectively the property of the Surviving Entity as they were of P.A.N.I. Florida; the title to any real estate vested by deed or otherwise in P.A.N.I. Florida shall not revert or be in any way impaired by reason of the Merger, but shall be vested in

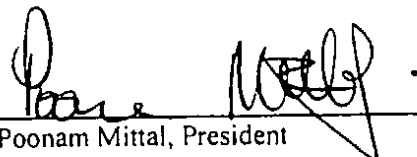
the Surviving Entity; and all rights of creditors and all liens upon any property of P.A.N.I. Florida shall be preserved unimpaired; all debts, liabilities and duties of P.A.N.I. Florida shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

5. The parties intend that, following the Merger, the Corporation will continue to hold the assets of the Corporation and P.A.N.I. Florida in and continue its operations on a tax exempt basis.

6. THIS MERGER AGREEMENT AND THE LEGAL RELATIONS BETWEEN THE PARTIES HERETO SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS, EXCLUDING ANY CHOICE OF LAW RULES WHICH MAY DIRECT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

P.A.N.I. FOUNDATION, INC., a Texas
nonprofit corporation

By:  .
Poonam Mittal, President

P.A.N.I. FOUNDATION, INC., a Florida
nonprofit corporation

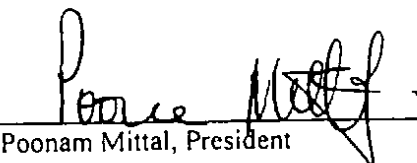
By:  .
Poonam Mittal, President

EXHIBIT A
ARTICLES OF MERGER

**ARTICLES OF MERGER
MERCING
P.A.N.I. FOUNDATION, INC.
WITH AND INTO
P.A.N.I. FOUNDATION, INC.**

Pursuant to Section 617.1105 of the Florida Statutes (the "*Florida Statutes*"), each of the undersigned hereby adopts the following Articles of Merger:

First: P.A.N.I. Foundation, Inc., a Florida nonprofit corporation ("*Non-Surviving Entity*"), and P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*"), have each approved, executed and adopted an agreement and plan of merger on ~~February 12~~^{March 12}, 2019 (the "*Plan of Merger*"), whereby the Non-Surviving Entity will merge with and into the Surviving Entity in accordance with Sections 617.1101 and 617.1103 of the Florida Statutes.

Second: The name of the surviving nonprofit corporation is P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*"). The Surviving Entity exists before the merger and is a foreign entity. No amendments to the Certificate of Formation and Bylaws of the Surviving Entity are effected by the merger.

Third: The Plan of Merger has been approved as required by each domestic merging entity that is a nonprofit corporation in accordance with Sections 617.1101 and 617.1103 of the Florida Statutes.

Fourth: Neither the Surviving Entity, nor the Non-Surviving Entity has any members.

Fifth: The executed Plan of Merger is on file at 3819 Swarthmore St., Houston, Texas 77005, the principal place of business of the Surviving Entity.

Sixth: These Articles of Merger are to become effective when the document is accepted and filed by the secretary of state.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

The undersigned sign these Articles of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Florida Statutes, to execute this Articles of Merger.

Date: ~~February~~ ^{March} 12, 2019

P.A.N.I. FOUNDATION, INC., a Texas
nonprofit corporation

By: Poonam Mittal
Poonam Mittal, President

P.A.N.I. FOUNDATION, INC., a Florida
nonprofit corporation

By: Poonam Mittal
Poonam Mittal, President

EXHIBIT B
CERTIFICATE OF MERGER

**CERTIFICATE OF MERGER
MERCING
P.A.N.I. FOUNDATION, INC.
WITH AND INTO
P.A.N.I. FOUNDATION, INC.**

Pursuant to Section 10.151 of the Texas Business Organizations Code (the "*TBOC*"), each of the undersigned hereby adopts the following Certificate of Merger:

First: P.A.N.I. Foundation, Inc., a Florida nonprofit corporation (the "*Non-Surviving Entity*"), has approved, executed and adopted an agreement and plan of merger (the "*Merger Agreement*"), whereby the Non-Surviving Entity is to merge with and into P.A.N.I. Foundation, Inc., a Texas nonprofit corporation, in accordance with Section 10.001 of the TBOC. The Plan of Merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

Second: The name of the surviving entity is P.A.N.I. Foundation, Inc., a Texas nonprofit corporation (the "*Surviving Entity*").

Third: The executed Merger Agreement is on file at 3819 Swarthmore St., Houston, Texas 77005, which is the principal place of business of the Surviving Entity.

Fourth: A copy of the Merger Agreement will be furnished by the Surviving Entity, on written request and without cost, to any member of the Surviving Entity or any member of the Non-Surviving Entity, as applicable.

Fifth: No amendments to the Articles of Incorporation of the Surviving Entity are effected by the merger.

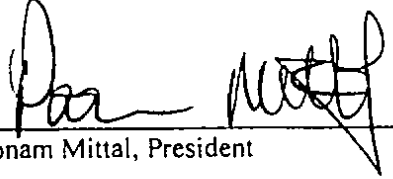
Sixth: This Certificate of Merger is to become effective when the document is accepted and filed by the secretary of state.

Signatures appear on the following page

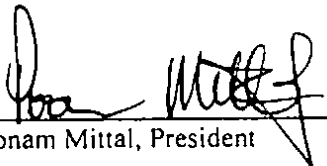
The undersigned sign this Certificate of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the TBOC, or other law applicable to and governing each merging entity, to execute this Certificate of Merger.

Date: ~~February~~ ^{March} 12, 2019

P.A.N.I. FOUNDATION, INC., a Texas
nonprofit corporation

By: 
Poonam Mittal, President

P.A.N.I. FOUNDATION, INC., a Florida
nonprofit corporation

By: 
Poonam Mittal, President