

113000006904

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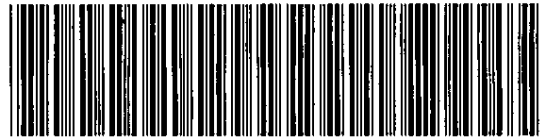
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DEPARTMENT OF REVENUE

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TALLAHASSEE, FLORIDA

APPROVED
AND
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10/27/2014 4:02:28 PM
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Excellence in Education National, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Deena Reppen

(Contact Person)

Excellence in Education National, Inc.

(Firm/Company)

215 South Monroe Street, Suite 420

(Address)

Tallahassee, Florida 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Deena Reppen

(Name of Contact Person)

At (850) 391-4200

(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

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)
<u>Excellence in Education National, Inc.</u>	<u>Florida</u>	<u>N13000006904</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Foundation for Florida's Future, Inc.</u>	<u>Florida</u>	<u>N05000007112</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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).

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
 1/OCT 24 PM 3:40
 APPROVED
 AND
 FILED

(Attach additional sheets if necessary)

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 number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ 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 October 17, 2014. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 October 10, 2014. The number of directors in office was 26. The vote for the plan was as follows: 23 FOR 0 AGAINST

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>Excellence in Education National, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Foundation for Florida's Future</u>	<u>Florida</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:

- (1) The board of directors and officers for the surviving corporation on the date of the merger shall remain the board of directors and officers of the surviving corporation without additions, deletions, or modifications.
- (2) The surviving corporation shall succeed to and assume responsibility for all existing or contingent liabilities, contracts, leases, grant agreements, or obligations of the merging corporation on the date of the merger.
- (3) The surviving corporation shall take ownership and custody of all existing or unrealized assets including financial assets, accounts, real property, and tangible personal property of the merging corporation on the date of the merger.
- (4) The surviving corporation shall amend its by-laws to create a non-fiduciary advisory board that will provide input and suggestions about the surviving corporation's activities and initiatives inside the state of Florida.

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:

- (1) The executive director of the merging corporation shall become the executive director of the surviving corporation and shall have such power and authority as delegated by the president or board of directors of the surviving corporation.
- (2) Employees of the merging corporation shall become at-will employees of the surviving corporation under substantially equivalent terms and conditions to their current employment.