

N96000002142

Sunolite Research Assoc
Requestor's Name

PO Box 11271
Address

Tall FL 32303
City/State/Zip Phone #

200001 786892
-04/19/96--01092--004
****122.50 ****122.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 Valley Foundation Inc.
(Corporation Name) (Document #)
- 2 _____
(Corporation Name) (Document #)
- 3 _____
(Corporation Name) (Document #)
- 4 _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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4/19/96

ARTICLES OF INCORPORATION OF
VALLEY FOUNDATION, INC.
(a Florida corporation, not for profit)

FILED
96 APR 19 PM 10 12
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is VALLEY FOUNDATION, INC., a Florida corporation, not for profit. Its initial office shall be at 300 South Ocean Boulevard, Apt. 3-A, Palm Beach, Florida 33480.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporator of these Articles of Incorporation is David A. Gart, 250 Australian Avenue South, Suite 500, West Palm Beach, FL 33401.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting

one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) directors initially. The number of directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of directors is stated in the Bylaws of this corporation.

The directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the

first annual meeting of Members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRADLEY COLLINS	300 South Ocean Blvd., Apt. 3-A Palm Beach, Florida 33480
CAROL OHMER COLLINS	300 South Ocean Blvd., Apt. 3-A Palm Beach, Florida 33480
BRADLEY COLLINS, JR.	1021 Park Avenue, Apt. 4C New York, New York 10028

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other officers as the Bylaws of the corporation may authorize, from time to time, the Board of Directors to elect. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII
Indemnification

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a director or officer of the corporation (whether or not he is a director or officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons hereinafter named as directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Board of Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Board of Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Board of Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate

action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is David A. Gart, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 17th day of April, 1996, for the purpose of forming the corporation not for profit under the laws of the State of Florida.



DAVID A. GART, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 17th DAY OF APRIL, 1996.



DAVID A. GART, Registered Agent

WP005 17412.1 - CAM

FILED
95 APR 19 PM 1:12
TOLSON

Requestor's Name
N96000002142

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1 Valley Foundation, Inc
(Corporation Name) (Document #)

2
(Corporation Name) (Document #)

3
(Corporation Name) (Document #)

4
(Corporation Name) (Document #)

☒ Walk in

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

56 AUG - 8 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8/8
Jon Amend
C.C.

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
VALLEY FOUNDATION, INC.

96 AUG -8 PM 2:41
SECRETARY
TALLAHASSEE, FLORIDA

The undersigned, President of VALLEY FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

FIRST. The directors and members of the Corporation have duly adopted a resolution on the 1st day of August, 1996 amending Article IV of the Articles of Incorporation of the Corporation so that, as amended, said Article shall read as follows:

Article IV
Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1996 as amended.

The corporation will receive gifts of cash and property and shall distribute funds to other tax exempt section 501(c)(3) organizations to promote religious, charitable, scientific, literary or educational endeavors.

SECOND. The foregoing amendment has been adopted in accordance with the provisions of Section 617.1006, Florida Statutes. The amount of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation of the Corporation this 6th day of August, 1996.

Carol O. Collins, President
CAROL O. COLLINS, President

N 96000002142

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE VALLEY FOUNDATION, INC., a New York corporation not qualified in
Florida

INTO

VALLEY FOUNDATION, INC., a Florida corporation, N96000002142.

File date: December 30, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00

N 96000002142

101 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-7733 FAX

000-342-0006



ACCOUNT NO. : 072100000032

REFERENCE : 204649 4140C

AUTHORIZATION : Patricia Pizitelli
COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 204649-005

CUSTOMER NO: 4140C

700002041157--8

CUSTOMER: Ms. Carol Maletta
Shutts & Bowen
Suite 500
250 Australian Avenue South
West Palm Beach, FL 33401

ARTICLES OF MERGER

THE VALLEY FOUNDATION, INC.

INTO

VALLEY FOUNDATION, INC.

FILED
96 DEC 30 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Margen 1/2/97 DL

RECEIVED
96 DEC 30 PM 12:05
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1996

CSC NETWORKS
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: VALLEY FOUNDATION, INC.
Ref. Number: N96000002142

RESUBMIT
Please give original
submission date as file date.

We have received your document for VALLEY FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 696A00057690

RECEIVED
DEC 31 AM 2:41
DIV OF CORPORATIONS

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 600
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS P. O. BOX 3855
WEST PALM BEACH, FLORIDA 33402-3855
TELEPHONE (407) 833-8500
FACSIMILE (407) 833-8530

December 30, 1996

VIA FEDERAL EXPRESS

Ms. Deborah Schroder
CSC Networks
1201 Hays Street
Tallahassee, Florida 32301

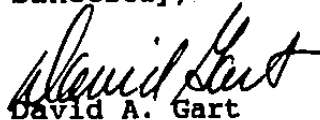
Re: Valley Foundation, Inc.
Order No. 204649-005

Dear Ms. Schroder:

I am enclosing with this letter an original Plan of Merger which has been signed by the directors of both corporations participating in the merger. You will note that since it is not a company with any shares outstanding, the merger consists just of the transfer of assets from the New York corporation to the Florida corporation. Hopefully what I have provided you will be sufficient for filing. If not, please contact me immediately. My office is closing at noon on Tuesday so I would appreciate it if you can get back to me prior to that time to confirm whether the document has been filed or not.

Also, if a copy of the Plan of Merger is all that is required to be filed, I would appreciate it if you would return to me the original Plan of Merger.

Sincerely,


David A. Gart

DAG/cm

Enclosure

WPB95 33020.1 - CAM

AMSTERDAM OFFICE
EUROPA BOULEVARD 29
1093 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-2120 641-0999
FACSIMILE 011-2120 642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2981

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8HE ENGLAND
TELEPHONE 011-4471-493-4840
FACSIMILE 011-4471-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH MISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8841
FACSIMILE (305) 381-9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8318

ARTICLES OF MERGER
of
THE VALLEY FOUNDATION, INC. (NEW YORK)
into
VALLEY FOUNDATION, INC. (FLORIDA)

FILED
96 DEC 30 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned hereby certify:

First: That the name of the not for profit corporations participating in the merger are The Valley Foundation, Inc., a New York corporation, and Valley Foundation, Inc., a Florida corporation.

Second: The parties executed a Plan of Merger which was approved by the board of directors of each corporation. The board of directors of The Valley Foundation, Inc. (New York) approved the Plan of Merger on December 6, 1996. At such time there were three directors in office and the vote in favor of the merger was unanimous. The board of directors of Valley Foundation, Inc. (Florida) approved the Plan of Merger on December 6, 1996. At such time there were three directors in office and the vote in favor of the merger was unanimous.

Third: The members of Valley Foundation, Inc. (Florida) approved the merger by unanimous written consent in accordance with Fla. Statute 617.0701. The members of The Valley Foundation, Inc. (New York) also approved the merger by unanimous written consent.

Fourth: The effective date of the merger shall be December 31, 1996, or, if later, upon the filing of these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles to be executed on its behalf by its President or Vice President and its Secretary and acknowledged by one of such officers.

Date: December 6, 1996

Attest:

THE VALLEY FOUNDATION, INC.

James C. Collins
James C. Collins, Secretary

By: Bradley I. Collins, Jr.
Bradley I. Collins, Jr.
Vice President

[Signatures Continued on the Following Page]

VALLEY FOUNDATION, INC.

Attest:

James C. Collins
James C. Collins
Secretary

By: Carol O. Collins, President
Carol O. Collins
President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 6th day of December, 1996 by Bradley I. Collins, Jr., Vice President of The Valley Foundation, Inc., a New York not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced CITIBANK MasterCard as identification. NYS D.R. License

John L. Attanasio
NOTARY PUBLIC
JOHN L. ATTANASIO
Typed or Printed Name of Notary

My commission expires:

STATE OF NEW YORK)
COUNTY OF NEW YORK)

JOHN L. ATTANASIO
Notary Public, State of New York
No. 01AT4675522
Qualified in Suffolk County
Comm. Expires 1997

The foregoing instrument was acknowledged before me this 6th day of December, 1996 by Carol O. Collins, President of Valley Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced CITIBANK MasterCard as identification.

John L. Attanasio
NOTARY PUBLIC
JOHN L. ATTANASIO
Typed or Printed Name of Notary

My commission expires:

WPB35 21724

JOHN L. ATTANASIO
Notary Public, State of New York
No. 01AT4675522
Qualified in Suffolk County
-2-Comm. Expires 1997

**PLAN OF MERGER
OF
THE VALLEY FOUNDATION, INC. (NEW YORK)
into
VALLEY FOUNDATION, INC. (FLORIDA)**

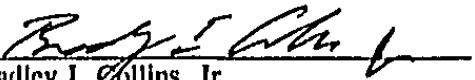
The following Plan of Merger has been adopted by the Board of Directors of The Valley Foundation, Inc., a New York not-for-profit corporation, and by the Board of Directors of Valley Foundation, Inc., a Florida not-for-profit corporation.

- (1) The names of the constituent corporations are The Valley Foundation, Inc., and Valley Foundation, Inc. The name of the surviving corporation is Valley Foundation, Inc.
- (2) The membership and holders of certificates evidencing capital contributions and subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:
 - (a) The by-laws of The Valley Foundation, Inc. (New York), provide that each person who signed the certificate of incorporation, or is named therein as a director, and each person admitted to membership in the corporation under the by-laws, shall be a member of the corporation until his membership terminates by death or resignation. Each member has full voting rights. There are currently three members of the corporation, Carol O. Collins, Bradley I. Collins, Jr., and James C. Collins. There are no holders of certificates evidencing capital contributions or subventions.
 - (b) The by-laws of Valley Foundation, Inc. (Florida), provide that the corporation shall have one class of members. Persons may be members by virtue of their designation as directors of the corporation in the articles of incorporation, or may become members by admission to membership by the board of directors, under the provisions of the by-laws. Each member has full voting rights. There are currently three members of the corporation, Carol O. Collins, Bradley I. Collins, Jr., and James C. Collins. There are no holders of certificates evidencing capital contributions or subventions.
- (3) The terms and conditions of the proposed merger are as follows:
 - (a) The Valley Foundation, Inc. (New York), will merge into Valley Foundation, Inc. (Florida), on December 31, 1996, or as soon as practicable thereafter. All members of The Valley Foundation, Inc. (New York), are now and will remain members of Valley Foundation, Inc. (Florida). At the time of merger, all assets of The Valley Foundation, Inc. (New York), will become assets of Valley Foundation, Inc. (Florida). Following approval of this Plan of Merger

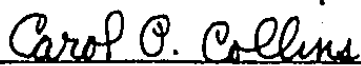
by the members of The Valley Foundation, Inc. (New York), application will be made to the supreme court of the State of New York in the judicial district in which the principal office of The Valley Foundation, Inc. (New York), is located, for approval, pursuant to Section 907 of the Not-For-Profit Corporation Law of the State of New York ("Approval by the supreme court"). Once such approval has been obtained, the parties hereto will cause to be filed articles of merger with the State of Florida and a certificate of merger with the State of New York.

- (b) The by-laws of Valley Foundation, Inc. (Florida), as in effect on the effective date of the merger shall be and shall constitute the by-laws of the surviving corporation until the same shall be properly amended or repealed.
 - (c) The officers and directors of Valley Foundation, Inc. (Florida), shall continue in their current offices under the terms and provisions of the by-laws of Valley Foundation, Inc. (Florida).
 - (d) The effect of the merger shall be the effect described in Section 905 of the Not-For-Profit Corporation Law of the State of New York ("Effect of merger or consolidation"), except insofar as the law of the State of Florida provides otherwise.
 - (e) The parties agree to execute all documents necessary to consummate this transaction.
- (4) No amendments or changes in the certificate of incorporation of the surviving corporation, Valley Foundation, Inc. (Florida), will be effected by the merger.
 - (5) The surviving corporation, Valley Foundation, Inc. (Florida), 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 liability or any obligation of The Valley Foundation, Inc. (New York). The surviving corporation, Valley Foundation, Inc. (Florida), further agrees that it may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of Section 907 of the Not-For-Profit Corporation Law of the State of New York ("Approval by the supreme court"), or the use of such property, or any transaction in connection therewith.

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, have signed this Plan of Merger on the date indicated below their signatures.


Bradley I. Collins, Jr.
Vice-President, The Valley Foundation, Inc.
(New York)

Dated: December 6, 1996


Carol O. Collins
President, Valley Foundation, Inc.
(Florida)

Dated: December 6th, 1996