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BRINKLEY MORGAN

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Division of Corporations

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MERGER OR SHARE EXCHANGE
Pine Crest Preparatory School, Inc.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pine Crest Preparatory School, 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:

William T. Coleman
(Contact Person)

Brinkley Morgan
(Firm/Company)

200 E. Las Olas Blvd., 19th Floor
(Address)

Fort Lauderdale, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

William T. Coleman At (954) 522-2200
(Name of Contact Person) (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

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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:

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pine Crest Preparatory School, Inc.	Florida	N34390

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PCAC, Inc.	Florida	N98000004113

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 07/01/2014 / (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).

(Attach additional sheets if necessary)

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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 05/15/2014. The number of directors in office was 16. The vote for the plan was as follows: 16 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 05/15/2014. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
or an officer.Typed or Printed Name of Individual & Title

Pine Crest Preparatory School, Inc.



Dana Markham, President

PCAC, Inc.



Dana Markham, President

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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

Pine Crest Preparatory School, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PCAC, Inc.

Florida

The terms and conditions of the merger are as follows:

See attached Plan of Merger

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:

None

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PLAN OF MERGER**Pine Crest Preparatory School, Inc., a Florida not for profit corporation, and****PCAC, Inc., a Florida not for profit corporation**

This Plan of Merger was adopted by the Board of Directors of Pine Crest Preparatory School, Inc., a Florida not for profit corporation, and the Board of Directors of PCAC, Inc., a Florida not for profit corporation, and the merger shall be effective as of the date of the merger July 1, 2014. This Plan of Merger was adopted in accordance with Section 617.1101 of the Florida Statutes on the 15th day of May, 2014.

1. The names of the corporations to be merged are Pine Crest Preparatory School, Inc. and PCAC, Inc. and each corporation is a not for profit corporation organized under Florida law.
2. The surviving corporation shall be Pine Crest Preparatory School, Inc.
3. The effective date of the merger shall be July 1, 2014.
4. The terms and conditions of the merger are that all of the assets and liabilities of PCAC, Inc. shall become the assets and liabilities of Pine Crest Preparatory School, Inc. including, but not limited to all of the real property owned by PCAC, Inc., without any reversion or impairment.
5. There are no changes to be made to the Articles of Incorporation of Pine Crest Preparatory School, Inc.
6. Pine Crest Preparatory School, Inc. is an organization exempt from tax under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and PCAC, Inc. is an organization exempt from tax under Code Section 501(c)(2) of the Internal Revenue Code, as amended, and there are no memberships, obligations or securities of any kind that are to be converted into cash or other property.
7. Upon the completion of the merger the effect of the merger shall be in accordance with Section 617.1106 of the Florida Statutes.
8. This Plan of Merger has been approved by the Board of Directors of Pine Crest Preparatory School, Inc. and by the Board of Directors of PCAC, Inc.

Pine Crest Preparatory School, Inc.



Dana Markham, President

PCAC, Inc.



Dana Markham, President

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