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April 1, 2017

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
Compass Rose Foundation, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF MERGER
MERGING
SUNSTATE COLLEGE, INC., A FLORIDA CORPORATION,
WITH AND INTO
COMPASS ROSE FOUNDATION, INC., A FLORIDA NOT FOR PROFIT
CORPORATION**

EFFECTIVE DATE
APR 1 2017

FILED
2017 MAR 22 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted by **Compass Rose Foundation, Inc.**, a not for profit corporation, organized and existing under and by virtue of the Florida Not for Profit Corporation Act, in order to effect a merger with **Sunstate College, Inc.**, a corporation, organized and existing under and by virtue of the Florida Business Corporation Act, by which Sunstate College, Inc. shall be merged with and into Compass Rose Foundation, Inc., with Compass Rose Foundation, Inc. being the surviving corporation of such merger in accordance with Section 607.1109 of the Florida Business Corporation Act and Section 617.1108 of the Florida Not for Profit Corporation Act.

In connection with the foregoing, Compass Rose Foundation, Inc. and Sunstate College, Inc. hereby certify as follows:

FIRST: That the exact name, jurisdiction of formation and entity type of the merging entity is as follows:

<u>Name</u>	<u>State of Jurisdiction</u>	<u>Entity Type</u>
Sunstate College, Inc.	Florida	Corporation

SECOND: That the exact name, jurisdiction of formation and entity type of the surviving entity is as follows:

<u>Name</u>	<u>State of Jurisdiction</u>	<u>Entity Type</u>
Compass Rose Foundation, Inc.	Florida	Not For Profit Corporation

THIRD: The attached plan of merger (the "**Plan of Merger**"), and the merger contemplated hereby and thereby (the "**Merger**") has been approved by (i) the surviving entity, as a domestic not for profit corporation in accordance with the applicable provisions of the Florida Not for Profit Corporation Act, Title XXXVI, Chapter 617, Florida Statutes, and (ii) the merging entity as a domestic corporation, and its sole stockholder, in accordance with the applicable provisions of the Florida Business Corporation Act, Title XXXVI, Chapter 607, Florida Statutes.

FOURTH: The effective date and time of the Merger shall be April 1, 2017.

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IN WITNESS WHEREOF, each of Compass Rose Foundation, Inc. and Sunstate College, Inc. have caused these Articles of Merger to be signed by an authorized person as of March 21, 2017.

SUNSTATE COLLEGE, INC.

By: 
Name: Gregory H. Jones
Title: President

**COMPASS ROSE
FOUNDATION, INC.**

By: 
Name: Gregory H. Jones
Title: President

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Exhibit A
Plan of Merger

THIS PLAN OF MERGER (this "Plan of Merger") is dated as of March 21, 2017 by and between Compass Rose Foundation, Inc., a Florida not for profit corporation (the "Parent" or the "Surviving Corporation"), and Sunstate College, Inc., a Florida corporation ("Sunstate").

FIRST: The name of the merging entity in the merger is Sunstate College, Inc., a Florida corporation.

SECOND: The name of the surviving company in the merger is Compass Rose Foundation, Inc., a Florida not for profit corporation.

THIRD: The terms and conditions of the merger are as follows:

(a) Pursuant to Section 607.1108 of the Florida Business Corporation Act (the "Act") and Section 617.1108 of the Florida Not for Profit Corporation Act, the parties agree that Sunstate shall merge with and into the Parent (the "Merger") in accordance with the terms set forth in this Plan of Merger.

(b) The effective time of the Merger shall be on April 1, 2017 (the "Effective Time"). As of the Effective Time, the not for profit corporation existence of the Parent, with all of its rights, privileges and powers, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of Sunstate, with all of its rights, assets, tradenames, websites, logos, privileges and powers, shall be merged with and into the Parent. The separate existence and corporate organization of Sunstate shall cease as of the Effective Time, as contemplated under Section 607.11101 of the Act.

(c) The trustees and officers of the Parent immediately prior to the Effective Time shall be the only trustees and officers of the Surviving Corporation, who shall continue in office in each case after the Effective Time, until the earlier of their resignation or removal by the member of the Surviving Corporation.

(d) As of the Effective Time, the organizational documents of the Surviving Corporation shall be in the form of the existing Articles of Incorporation and Bylaws of the Parent in effect immediately prior to the Effective Time, and Sunstate's Articles of Incorporation and Bylaws shall be of no further force or effect.

FOURTH: At and as of the Effective Time, each issued and outstanding share of capital stock of Sunstate issued and outstanding immediately prior to the Effective Time and each share of capital stock of Sunstate that is owned by Sunstate (as treasury stock or otherwise) (i) shall no longer be outstanding, (ii) shall automatically be cancelled and retired, and (iii) shall cease to exist by virtue of the Merger and without any action on the part of the Parent, Sunstate or the holder thereof.

FIFTH: If, at any time after the Effective Time, any further action is determined by the Parent to be necessary or desirable to carry out the purpose of this Plan of Merger or to vest the Parent

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with the full rights, privileges and powers of Sunstate, the officers and trustees of the Parent shall be fully authorized (in the name of Sunstate) to take such action.

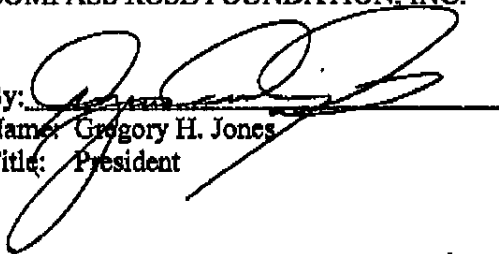
SIXTH: At any time prior to the Effective Time, this Plan of Merger may be amended in writing by the Company and Sunstate or terminated by the Parent and Sunstate, whether before or after receipt of the approval of the Parent and of Sunstate.

SEVENTH: This Plan of Merger may be executed in counterparts, all of which taken together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed, effective as of the date first written above.

PARENT:

COMPASS ROSE FOUNDATION, INC.

By: 
Name: Gregory H. Jones
Title: President

SUNSTATE:

SUNSTATE COLLEGE, INC.

By: 
Name: Gregory H. Jones
Title: President