

704147

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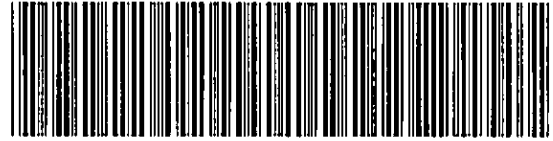
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8/31/2022



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# **ARTICLES OF MERGER**

(Not for Profit Corporations)

2022 JUN 30 AM 9:16

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>Jewish Federation of Greater Orlando, Inc.</u>	<u>Florida</u>	<u>704147</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Jewish Community Center</u>	<u>Florida</u>	<u>726408</u>
<u>of Greater Orlando, Inc.</u>		
<u>Jewish Federation of Greater Orlando, Inc.</u>	<u>Florida</u>	<u>704147</u>
<u></u>		
<u></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).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(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 August 21, 2022.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
100% 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 \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ 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 August 21, 2022. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 100% 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 \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

**Seventh: SIGNATURES FOR EACH CORPORATION**

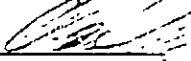
Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

Jewish Federation of Greater Orlando, Inc. 

Tranjulming A. Marx, President

Jewish Community Center of Greater Orlando, Inc. 

Andrew M. Gluck, 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

Jewish Federation of Greater Orlando, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Jewish Community Center of Greater Orlando, Inc.

Florida

Jewish Federation of Greater Orlando, Inc.

Florida

The terms and conditions of the merger are as follows:

At the effective time of the merger, Jewish Community Center of Greater Orlando, Inc. ("Merging Corporation") shall be merged with and into Jewish Federation of Greater Orlando, Inc. ("Surviving Corporation") which shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of Surviving Corporation shall continue unaffected and unimpaired by the Merger; the corporate identity, existence, purposes, powers, franchises, rights and immunities of Merging Corporation shall be merged with and into Surviving Corporation; and Surviving Corporation shall be fully vested therewith. The separate existence of Merging Corporation, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Merging Corporation and Surviving Corporation shall be and become one single corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Article I of the articles of incorporation of the surviving corporation shall be deleted and replaced with the following:

"The name of the Corporation is: Shalom Orlando, Inc."

Other provisions relating to the merger are as follows:

1. The articles of incorporation of Surviving Corporation as in effect at the effective time of Merger (as amended hereby) shall be the articles of incorporation for the surviving corporation.
2. The bylaws of Surviving Corporation as in effect at the effective time of Merger shall be the bylaws of the surviving corporation.
3. At the effective time of the Merger, the manner and basis of converting the memberships of Merger Corporation and Surviving Corporation shall be as follows: (i) each member of Merging Corporation shall become a member of Surviving Corporation, subject to all of the conditions and obligations of membership set forth in the articles of incorporation and bylaws of Surviving Corporation; and (ii) each member of Surviving Corporation shall remain a member of Surviving Corporation, subject to all of the conditions and obligations of membership set forth in the articles of incorporation and bylaws of Surviving Corporation.