

704911

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**MERGER OR SHARE EXCHANGE
JEWISH FEDERATION OF PALM BEACH COUNTY, INC.**

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STATE OF FLORIDA
ARTICLES OF MERGER

Between

JEWISH FEDERATION OF PALM BEACH COUNTY, INC.
a Florida not-for-profit corporation

and

HERIZON, INC.
a Florida not-for-profit corporation

These Articles of Merger are submitted to merge the following Florida-Not-For Profit Corporations in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the Surviving Corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
JEWISH FEDERATION OF PALM BEACH COUNTY, INC. (Document No.: 704911)	Florida	Not-for-Profit

SECOND: The exact name, form/entity type and jurisdiction of the Merging Corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
HERIZON, INC. (Document Number: N14000007520)	Florida	Not-for-Profit

THIRD: The plan of merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on filing.

FIFTH: Adoption of Merger by Surviving Corporation:

The Plan of Merger ("Plan") was adopted by the board of directors on September 21, 2023. The number of directors in office for the vote was forty-four (44). The vote for the Plan was unanimous. There are no members that are entitled to vote on the approval of the Plan.

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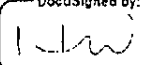
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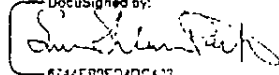
SIXTH: Adoption of Merger by Merging Corporation:

The Plan was adopted unanimously by the board of directors on September 26, 2023. The number of directors in office for the vote was nine (9). The vote for the plan was unanimous. The plan of merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes on September 29, 2023.

HERIZON, INC.

DocuSigned by:
By: 
502730000016430
Helene M. Weingarten, Chair

JEWISH FEDERATION OF PALM BEACH COUNTY, INC.

DocuSigned by:
By: 
82A4E8D040CA13
Susan Shulman Pertnoy, Board Chair

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TALLAHASSEE, FL

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EXHIBIT A
PLAN OF MERGER

HERIZON, INC.
a Florida not-for-profit corporation

with and into

JEWISH FEDERATION OF PALM BEACH COUNTY, INC.
a Florida not-for-profit corporation

This Plan of Merger (this "Plan") is entered into by and among HERIZON, INC., a Florida not-for-profit corporation ("HI"), and JEWISH FEDERATION OF PALM BEACH COUNTY, INC., a Florida not-for-profit corporation ("JF") on October 4, 2023. HI and JF are hereinafter collectively called the "Merging Entities."

WITNESSETH:

Whereas, the Merging Entities desire to merge, following which JF shall be the surviving entity (the "Merger");

Whereas, Section 617.1101 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

Whereas, the Board of Directors of HI and the Board of Directors of JF, deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action. This plan was adopted and approved by the requisite vote of the Members of HI. There are no members of JF that are entitled to approve the Merger.

Now, therefore, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Merging Corporation.* The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
HERIZON, INC. (Document No.: N14000007520)	Florida	Not-for-Profit

2. *Surviving Corporation.* The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
JEWISH FEDERATION OF PALM BEACH COUNTY, INC.	Florida	Not-for-Profit

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(Document No.: 704911)

3. *Terms and Conditions.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

3.1 Upon filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): (a) HI shall be merged with and into JF and JF shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; (b) the separate existence of HI shall cease; (c) JF shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of HI; and all property, real, person, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to HI shall be taken and deemed to be transferred to and vested in JF without further act or deed; and (d) all corporate acts, plans, policies, contracts, approvals and authorizations of HI and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of JF and shall be as effective and binding thereon as the same were with respect to HI.

If at any time after the Effective Time JF shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in JF, the title to any property or rights of HI acquired or to be acquired by reason of, or as a result of, the Merger, HI (or the proper officers and trustees of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *The Articles of Incorporation of JF.* The Articles of Incorporation of JF shall be the Articles of Incorporation of the Surviving Corporation.

5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

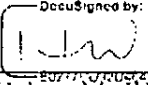
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IN THE OFFICE OF THE
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

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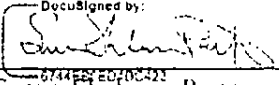
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In Witness Whereof, the undersigned have caused their duly authorized officers to execute this Plan on October 4th, 2023.

HERIZON, INC.

DocuSigned by:
By: 
Helene M. Weingarten, Chair

JEWISH FEDERATION OF PALM BEACH COUNTY, INC.

DocuSigned by:
By: 
Susan Shulman Pernoy, Board Chair

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