

713395

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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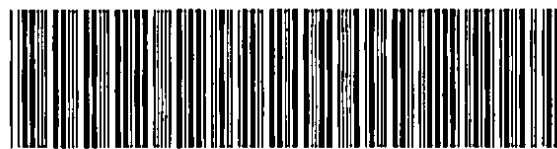
(Business Entity Name)

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MAR 20 2020

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2020 MAR 23 AM 8:10

CLERK OF SUPERIOR COURT
JANUARY 1, 2020

APR 07 2020
S. YOUNG

LAW OFFICE OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY

ADMITTED IN FLORIDA,
WEST VIRGINIA & VIRGINIA

BOARD CERTIFIED TAX LAWYER

TELEPHONE (407) 629-8333
FACSIMILE (407) 629-8252

March 19, 2020

UPS Overnight Delivery
Amendment Section
Florida Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Suite 810
Tallahassee, FL 32303

Re: Montverde Academy, Inc.
Document Number: 713395

Dear Sirs:

Enclosed for filing are Articles of Merger, together with our firm's check made payable to the Florida Department of State in the amount of \$78.75, in payment of the \$35.00 filing fee for the merging party (Montverde Academy, Inc., a Private School), the \$35.00 filing fee for the surviving party (Montverde Academy, Inc., a Florida not for profit corporation), and the \$8.75 certified copy fee.

Please note that the merging party, "Montverde Academy, Inc., a Private School," was formed under the Private School Corporation Law of 1959, Chapter 623, Florida Statutes. The surviving corporation, "Montverde Academy, Inc., a Florida not for profit corporation" is formed under Chapter 617, Florida Statutes.

The merger is authorized under Florida Statutes Section 617.1108(1), which incorporates Florida Statutes Section 607.1101, 607.1103, 607.1105, 607.1106 and 607.1107. The merging corporation is a "domestic eligible entity" described under Florida Statutes Section 617.1102, 607.1101(1)(b) and 607.01401.

Florida Statutes Section 607.1101(2) provides that the merger must be permitted by the "organic law of the domestic eligible entity that is not a corporation." Florida Statutes Section 607.01401(13) defines a corporation as an entity formed "under this chapter." The merging corporation is not formed under either Chapter 607 or 617; therefore, it is not a corporation under Florida Statutes Section 607, and its "organic law" is Chapter 623, Florida Statutes. (See Florida

Amendment Section
Florida Division of Corporations
March 19, 2020
Page 2 of 2 /

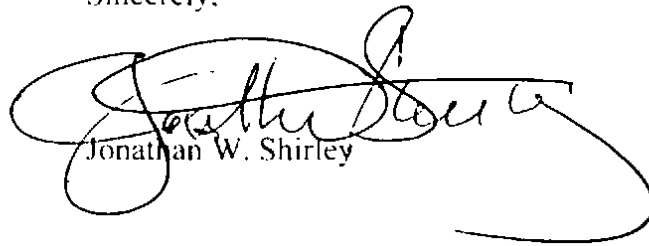
Statutes Section 607.01401(28)(a)8 ("Eligible Entity"); 607.01401(31) ("Entity"), 607.01401(53) ("Organic Law") and Florida Statutes Section 607.01401(20) ("Domestic").

The organic law of the merging corporation, "Montverde Academy, Inc., a Private School" is Chapter 623, Florida Statutes, and pursuant to Florida Statutes Section 623.07 and 623.14 the Articles of Merger and Plan of Merger were approved by Circuit Judge James Robert Baxley, pursuant to a Petition filed with the Clerk of the Circuit Court for Lake County, Florida, on March 18, 2020. A copy of the Petition and the Order granting the Petition are attached. Therefore, the Plan of Merger and Articles of Merger have been approved pursuant to the organic law of the merging corporation (Florida Statutes Chapter 623) and comply with Florida Statutes Section 607.1101(2), 617.1108(1), and 617.1102.

Once the Articles of Merger have filed please return the certified copy to me at the above address.

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/g
Enclosures
cc: S. Renee Stephens Lundy

FILED

2020 MAR 23 AM 8:10

CLERK OF SUPERIOR COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

**ARTICLES OF MERGER
FOR
A FLORIDA PRIVATE SCHOOL CORPORATION
AND
A FLORIDA NOT FOR PROFIT CORPORATION**

The following Articles of Merger is submitted to merge the following Florida Private School Corporation formed under Chapter 623, Florida Statutes, into a Florida Not For Profit Corporation organized under Chapter 617, Florida Statutes, in accordance with Florida Statutes Sections 617.1108 and 617.1102.

ARTICLE I

The exact name, form/entity type, and jurisdiction for each party to the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
"Montverde Academy, Inc. a Private School" (the "Merging Party")	Florida	Private School Corporation incorporated under Chapter 623, Florida Statutes and Recorded in the Official Records of Lake County, Florida, O.R. Book 954, Page 539
"Montverde Academy, Inc." (the "Surviving Party")	Florida	A Florida not for profit corporation incorporated Under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE II

The exact name, form/entity type, and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
"Montverde Academy, Inc."	Florida	A Florida not for profit corporation incorporated Under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE III

The attached Plan of Merger and these Articles of Merger were approved and adopted by the Board of Trustees of Montverde Academy, Inc., the **Surviving Party**, in accordance with the applicable provisions of Chapters 617 and 607, Florida Statutes.

ARTICLE IV

The participation of Montverde Academy, a Private School, in the merger was duly authorized pursuant to Chapter 623, Florida Statutes, the organic law of Montverde Academy, a Private School. The attached Articles of Merger and the Plan of Merger were duly authorized, approved and adopted by the Board of Trustees of Montverde Academy, Inc., a Private School, the **Merging Party**, in accordance with applicable provisions of Chapter 623, Florida Statutes, which is the organic law governing Montverde Academy, Inc., a Private School, the Merging Party. The merger was also approved by the Fifth Judicial Circuit Court of Florida, in and for Lake County, Florida under Chapter 623, Florida Statutes.

ARTICLE V

The effective date of the merger is the date this document is filed by the Florida Department of State.

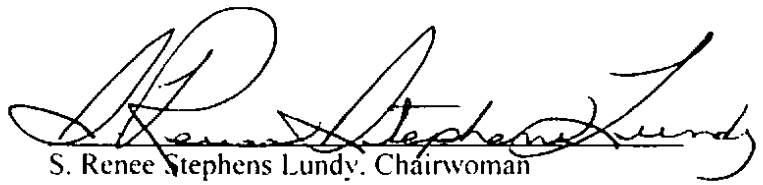
ARTICLE VI

Montverde Academy, Inc., the Surviving Party, is formed, organized, and incorporated under the laws of Florida and is qualified to transact business in this State.

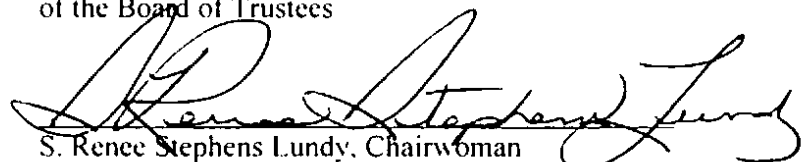
ARTICLE VII

Neither Montverde Academy, Inc. nor Montverde Academy, Inc., a Private School, has any members, and no private person owns any shares or interests in Montverde Academy, Inc., a Private School, or Montverde Academy, Inc.

Montverde Academy, Inc.,
a Private School


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees

Montverde Academy, Inc.,
a Florida not for profit corporation


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees

**PLAN OF MERGER OF
MONTVERDE ACADEMY, INC., a Private School,
and
MONTVERDE ACADEMY, INC., a Florida Not for Profit Corporation**

ARTICLE I

The name, entity and jurisdiction for each party to the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Montverde Academy, Inc. a Private School (the "Merging "Party")	Florida	A Private School Corporation incorporated under Chapter 623, Florida Statutes, and recorded in the Official Records of Lake County, Florida, O.R. Book 954, Page 539
Montverde Academy, Inc. (the "Surviving Party")	Florida	A Florida not for profit corporation incorporated under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE II

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Montverde Academy, Inc.	Florida	A Florida not for profit corporation incorporated under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE III

The terms and conditions of the merger are as follows:

Montverde Academy, Inc., a Private School, incorporated under Chapter 623, Florida Statutes, shall merge with and into Montverde Academy, Inc., a Florida not for profit corporation, formed under Chapter 617, Florida Statutes.

ARTICLE IV

The Plan of Merger does not require the approval of any member or any shareholder. Neither Montverde Academy, Inc., a Private School, nor Montverde Academy, Inc., a not for profit corporation, has any members, and no private person owns any shares or interests in Montverde Academy, Inc., a Private School or Montverde Academy, Inc. The assets of Montverde Academy, Inc., a Private School, and Montverde Academy, Inc., are each used exclusively for charitable purposes and no benefit thereof inures to any private person.

ARTICLE V

Both Montverde Academy, Inc., a Private School, and Montverde Academy, Inc. are governed by a Board of Trustees that elects its own successors.

The Plan of Merger was duly approved by a majority of the Board of Trustees of Montverde Academy, Inc., a Private School, and a majority of the Board of Trustees of Montverde Academy, Inc.

The Plan of Merger was also duly approved and authorized by the Fifth Judicial Circuit Court of Florida in and for Lake County, Florida, as required under Florida Statutes Chapter 623, the organic law governing Montverde Academy, a Private School.

ARTICLE VI

Upon approval of the Plan of Merger and Articles of Merger by the Fifth Judicial Circuit Court of Florida in and for Lake County, Florida, pursuant to Florida Statutes Chapter 623, the organic law governing Montverde Academy, a Private School, the Articles of Merger shall be filed with the Department of State of the State of Florida, at which time the merger shall be effective. Upon the effective date of the merger, Montverde Academy, Inc. shall succeed to all the assets and liabilities of Montverde Academy, Inc., a Private School, as provided under Florida Statutes Section 617.1106.

Filing # 105118025 E-Filed 03/18/2020 06:16:17 PM

IN THE CIRCUIT COURT OF THE FIFTH JUDICIAL CIRCUIT,
IN AND FOR LAKE COUNTY, FLORIDA

Case No.: 35-2020-CA-000427-A
Division: Civil

IN RE: APPROVAL OF ARTICLES OF MERGER
of MONTVERDE ACADEMY, INC.,
a Private School, a not for profit corporation,

Petitioner /

ORDER OF APPROVAL OF ARTICLES OF MERGER

The Petition for Approval of Articles of Merger, together with the Agreement and Plan of Merger, having been submitted to the Court, and the Court being fully advised of the premises and good cause shown,

IT IS HEREBY ORDERED:

The Petition for Approval of the Agreement of Merger, including the Plan of Merger and Articles of Merger attached thereto as Exhibits, is hereby granted.

DATED this 18th day of March, 2020.



Circuit Judge

Copy to: Jonathan W. Shirley, Esquire
Jonathan W. Shirley, P. A.
Florida Bar No: 0462004
171 Circle Drive
Maitland, Florida 32751
Telephone: (407) 629-8333
Fax: (407) 629-8252
shirlevjwlaw@aol.com; shirlevjw@aol.com

SERVICE VIA E-PORTAL
ON 3/18/20
A. Roberts

IN THE CIRCUIT COURT OF THE FIFTH JUDICIAL CIRCUIT,
IN AND FOR LAKE COUNTY, FLORIDA

IN RE: APPROVAL OF ARTICLES OF MERGER
of MONTVERDE ACADEMY, INC.,
a Private School, a not for profit corporation.

Case No.: 35-2020-CA-000427-A
Division: Civil

Petitioner /

PETITION FOR APPROVAL OF ARTICLES OF MERGER

Petitioner, Montverde Academy, Inc., a Private School, a not for profit corporation, by and through its undersigned counsel, alleges:

1. This is an action for court approval of Articles of Merger for a private school organized under the Private School Corporation law of 1959, Chapter 623, Florida Statutes.

2. This Court has subject matter jurisdiction under Chapter 623, Florida Statutes.

3. This Court has personal jurisdiction because Petitioner's principal place of business is in Lake County Florida.

4. The facts upon which Petitioner relies are as follows:

(a) Petitioner, "Montverde Academy, Inc., a Private School,," was formed under Chapter 623 of Florida Statutes by Order of this Court dated February 22, 1988, a copy of which is attached as Exhibit A, which was recorded in O.R. Book 954, Page 549 of the Official Records of Lake County, Florida.

(b) The Trustees of Petitioner have unanimously agreed and resolved that it is in the best interest of the Corporation to be incorporated under Florida Statutes Chapter 617, rather than Florida Chapter 623, because Chapter 617, Florida Statutes, is more conducive to the activities and purposes of the Corporation.

(c) Legal counsel has advised the Board of Trustees and recommended the merger of the Corporation into Montverde Academy, Inc., a Florida Corporation, which is incorporated under Florida Statutes Section Chapter 617, duly filed with the Department of State of the State of Florida (document number 71335), and which corporation is identical in its operations and functions to Petitioner. Montverde Academy, Inc., a Florida Corporation (document number 71335) is also a public charity under Section 501(c)(3) of the Internal Revenue

Code of 1986, and it has received a letter from the Internal Revenue Service confirming its tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986.

(d) The Board of Trustees has unanimously approved the Agreement and a Plan of Merger at a duly called and properly noticed meeting held on February 12, 2020, at Montverde Academy, 17235 7th Street, Montverde, FL 34756, and each of the Trustees executed the Agreement and Plan of Merger. A copy of the Agreement and Plan of Merger are attached hereto.

(e) Pursuant to the Agreement and Plan of Merger, Petitioner will merge into Montverde Academy, Inc., a Florida corporation (document number 71335), and Montverde Academy, Inc., a Florida corporation, will be the surviving entity and will succeed to all the assets and liabilities of Petitioner.

(f) Petitioner has no members, so membership approval of the Plan of Merger or Articles of Merger is not necessary.

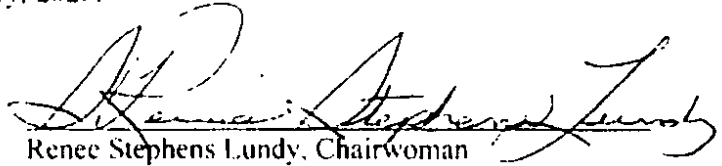
(g) The Agreement and Plan of Merger was duly filed with the Clerk of the Circuit Court in Lake County, Florida, on March 4, 2020, in accordance with Florida Statutes Section 623.07 and 623.14.

5. This Court has the jurisdiction to approve the merger under Florida Statutes Section 623.07 and Florida Statute Section 623.14. Florida Statute Section 623.07 authorizes the merger of two corporations formed under Chapter 623, and Florida Statute Section 623.14 provides that the powers and authority granted to corporations under Florida Chapter 617 are supplemental to those under Florida Statutes Chapter 623. See *State v. Palm Beach County*, 575 So2d, 652 (1991). Florida Statutes Chapter 617.1102 expressly authorizes the merger of corporations formed under Chapter 617, Florida Statutes, with "other eligible entities,, as defined in Florida Statutes Section 607.1101(1), which include Petitioner. See F.S. 607.01401(28)(a)8 ("Eligible entity,, includes any domestic entity organized under organic law), and F.S. 607.01401(53) ("Organic law,, means the laws of the jurisdiction in which the entity was formed).

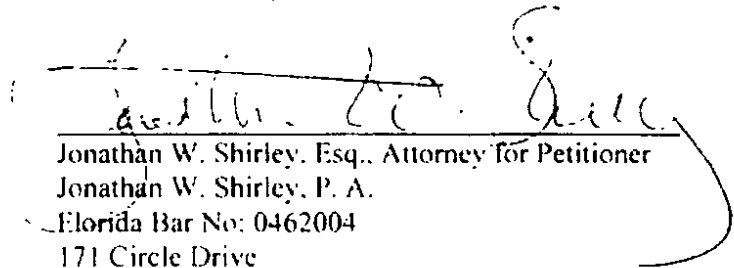
WHEREFORE, Petitioner asks this Court to approve the Agreement and Plan of Merger.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Signed on this 12th day of February, 2020.



Renee Stephens Lundy, Chairwoman
of the Board of Trustees of Montverde Academy
Inc., a Florida corporation



Jonathan W. Shirley, Esq., Attorney for Petitioner
Jonathan W. Shirley, P. A.

Florida Bar No: 0462004

171 Circle Drive

Maitland, Florida 32751

Telephone: (407) 629-8333

Fax: (407) 629-8252

shirleyjwlaw@aol.com; shirleyjw@aol.com

AGREEMENT OF MERGER

This **AGREEMENT OF MERGER** (the "Agreement") is made and entered into this 12th day of February, 2020, by and between Montverde Academy, Inc., a Private School, which is a corporation organized under Chapter 623 of Florida Statutes ("Montverde Private School,") and Montverde Academy, Inc., a corporation organized under Chapter 617 of Florida Statutes ("Montverde Academy,") .

RECITALS

WHEREAS, Montverde Private School and Montverde Academy both operate under the authority of and are managed by a single Board of Trustees:

WHEREAS, neither Montverde Private School nor Montverde Academy has any members:

WHEREAS, the Internal Revenue Service has issued an opinion letter to Montverde Academy stating that Montverde Academy is a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and Montverde Academy has maintained and continues to maintain that status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

WHEREAS, the Board of Trustees of both Montverde Private School and Montverde Academy has determined that it is in the best interest of the corporations to merge them and operate under a single corporate structure under Florida Statutes Chapter 617:

WHEREAS, the Board of Trustees, on behalf of each of Montverde Private School and Montverde Academy, hereby enter into this Merger Agreement to merge Montverde Private School into Montverde Academy, whereupon Montverde Private School shall cease to exist and Montverde Academy shall be the sole surviving corporation:

NOW, THEREFORE, for and in consideration of the covenants, terms, and agreements set forth herein, and other good and valuable consideration, the receipt, adequacy, and sufficiency of which are hereby expressly acknowledged by the parties hereto, the Board of Trustees, on behalf of each of Montverde Private School and Montverde Academy, hereby covenant and agree as follows:

1. **Recitals**. The above Recitals are true and correct, are material to the undertakings under this Agreement, and are hereby incorporated into this Agreement by reference.

2. **Approval of Merger**.

(a) Subject to the terms and conditions of this Agreement, the Board of Trustees, on behalf of each of Montverde Private School and Montverde Academy, approves, authorizes and directs the merger of Montverde Private School into Montverde Academy.

(b) The Board of Trustees, on behalf of Montverde Private School and Montverde Academy, approve and adopt this Agreement of Merger and all Exhibits thereto, including the Plan of Merger and the Articles of Merger.

(c) The Board of Trustees, on behalf of each of Montverde Private School and Montverde Academy, acknowledge the effect of the merger under Chapter 617, Florida Statutes, specifically that, upon the merger becoming effective:

(1) The separate existence of Montverde Private School shall cease;

(2) The title to all real estate and other property or any interest therein owned by Montverde Private School shall be vested in Montverde Academy, without reversion or impairment;

(3) Montverde Academy shall be responsible and liable for all the liabilities and obligations of Montverde Private School;

(4) Any claim existing or action or proceeding pending by or against Montverde Private School may be continued as if the merger did not occur or Montverde Academy may be substituted in the proceeding for Montverde Private School;

(5) Neither the rights of creditors nor any liens upon the property of Montverde Private School shall be impaired by such merger;

(6) The amended and restated articles of incorporation and bylaws of Montverde Academy shall govern the formation and internal affairs of Montverde Academy, subject to future amendments as otherwise provided for therein; and

(7) The assets of Montverde Private School will be dedicated to the charitable purposes of Montverde Academy, Inc., which is a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986.

3. **Authorization and Delegation of Authority.** The Board of Trustees hereby authorizes and delegates to the Chairwoman of the Board of Trustees the authority to execute all documents and take such other action as is required, appropriate or helpful to implement this Agreement of Merger, including any amendment to the Plan of Merger or the Articles of Merger that may be necessary or helpful to facilitate the filing, implementation and effectuation of the merger. The Chairwoman is further authorized to take any and all actions necessary, appropriate or helpful under Chapter 623, Florida Statutes, to secure the approval of the merger by the Fifth Judicial Circuit Court of Florida in and for Lake County, Florida.

4. **Representations and Warranties of Trustees.** The Trustees represent and warrant as follows:

(a) Each Trustee is a duly elected and appointed Trustee of the Board of Trustees of Montverde Private School and Montverde Academy.

(b) Each Trustee has exercised due care and prudence in reviewing, evaluating and approving this Agreement of Merger and all Exhibits thereto.

(c) Each Trustee has had ample opportunity to ask questions regarding the merger, the reasons for the merger, and the legal consequences of the merger.

(d) Each Trustee has executed this Agreement of Merger and approved this Agreement of Merger, including the attached Plan of Merger and Articles of Merger, at a duly called and properly noticed (or properly consented to a waiver of notice) meeting of the Board of Trustees of both Montverde Private School and Montverde Academy.

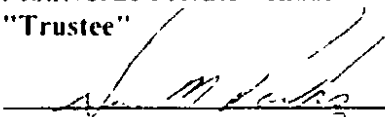
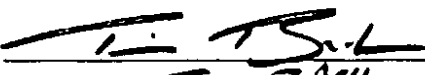
5. **Successors and Assigns.** This Agreement and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

6. **Governing Law; Venue.** This Agreement is being executed and delivered in Lake County, Florida. This Agreement and all transactions contemplated hereby, shall be governed by, construed, and enforced in accordance with the laws of the State of Florida, without application of its conflict of laws rules. The Parties herein agree to submit any dispute with regard to or related to this Agreement or the performance thereof or the obligation therein to the personal jurisdiction and exclusive venue of the Fifth Circuit Court in and for Lake County, Florida or the County Court for Lake County, Florida. This provision shall survive Closing.

7. **Counterparts.** This Agreement may be executed in any number of counterparts and all so executed counterparts shall constitute one Agreement, which shall be binding upon all Parties hereto, notwithstanding that all Parties' signatures do not appear on the same page, and the Parties further agree that a photocopy, facsimile copy, or other reproduction of this Agreement shall be as binding and effective as the original.

8. **Effective Date.** The Effective Date of this Agreement of Merger shall be the date on which it is executed by the Trustees.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the Effective Date as follows:

<u>01/12/2020</u> Date	Montverde Private School "Trustee"  Print Name: <u>Susan M. Parks</u>
<u>2/12/2020</u> Date	 Print Name: <u>Brian B. Bell</u>

(a) Each Trustee is a duly elected and appointed Trustee of the Board of Trustees of Montverde Private School and Montverde Academy.

(b) Each Trustee has exercised due care and prudence in reviewing, evaluating and approving this Agreement of Merger and all Exhibits thereto.

(c) Each Trustee has had ample opportunity to ask questions regarding the merger, the reasons for the merger, and the legal consequences of the merger.

(d) Each Trustee has executed this Agreement of Merger and approved this Agreement of Merger, including the attached Plan of Merger and Articles of Merger, at a duly called and properly noticed (or properly consented to a waiver of notice) meeting of the Board of Trustees of both Montverde Private School and Montverde Academy.

5. **Successors and Assigns.** This Agreement and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

6. **Governing Law; Venue.** This Agreement is being executed and delivered in Lake County, Florida. This Agreement and all transactions contemplated hereby, shall be governed by, construed, and enforced in accordance with the laws of the State of Florida, without application of its conflict of laws rules. The Parties herein agree to submit any dispute with regard to or related to this Agreement or the performance thereof or the obligation therein to the personal jurisdiction and exclusive venue of the Fifth Circuit Court in and for Lake County, Florida or the County Court for Lake County, Florida. This provision shall survive Closing.

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8. **Effective Date.** The Effective Date of this Agreement of Merger shall be the date on which it is executed by the Trustees.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the Effective Date as follows:

Montverde Private School
"Trustee"

11-14-2022
Date

Print Name: Michael Masera

Date

Print Name: _____

(a) Each Trustee is a duly elected and appointed Trustee of the Board of Trustees of Montverde Private School and Montverde Academy.

(b) Each Trustee has exercised due care and prudence in reviewing, evaluating and approving this Agreement of Merger and all Exhibits thereto.

(c) Each Trustee has had ample opportunity to ask questions regarding the merger, the reasons for the merger, and the legal consequences of the merger.

(d) Each Trustee has executed this Agreement of Merger and approved this Agreement of Merger, including the attached Plan of Merger and Articles of Merger, at a duly called and properly noticed (or properly consented to a waiver of notice) meeting of the Board of Trustees of both Montverde Private School and Montverde Academy.

5. **Successors and Assigns.** This Agreement and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

6. **Governing Law; Venue.** This Agreement is being executed and delivered in Lake County, Florida. This Agreement and all transactions contemplated hereby, shall be governed by, construed, and enforced in accordance with the laws of the State of Florida, without application of its conflict of laws rules. The Parties herein agree to submit any dispute with regard to or related to this Agreement or the performance thereof or the obligation therein to the personal jurisdiction and exclusive venue of the Fifth Circuit Court in and for Lake County, Florida or the County Court for Lake County, Florida. This provision shall survive Closing.

7. **Counterparts.** This Agreement may be executed in any number of counterparts and all so executed counterparts shall constitute one Agreement, which shall be binding upon all Parties hereto, notwithstanding that all Parties' signatures do not appear on the same page, and the Parties further agree that a photocopy, facsimile copy, or other reproduction of this Agreement shall be as binding and effective as the original.

8. **Effective Date.** The Effective Date of this Agreement of Merger shall be the date on which it is executed by the Trustees.

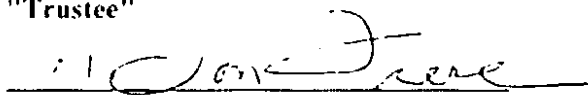
IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the Effective Date as follows:

2/13/20

Date

Date

Montverde Private School
"Trustee"


Print Name: A. J. N. FRERE

Print Name: _____

1/12/2020
Date

2/12/2020
Date

2/12/2020
Date

2/13/2020
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2/12/2020
Date

[Signature]
Print Name: 1. [Signature] 1. [Signature]

[Signature]
Print Name: Theresa Scott O'Connell

[Signature]
Print Name: Gregory E. Nelson

[Signature]
Print Name: S. Renee Stephens Lundy

[Signature]
Print Name: Janice C. Stephens

[Signature]
Print Name: Walter L. Stephens, Jr.

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Montverde Academy
"Trustee"

[Signature]
Print Name: [Signature]

Date

Print Name: _____

Date

Print Name: _____

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Montverde Academy
"Trustee"

6-2-14-2021
Date

McCluskey Massey
Print Name: _____

Date

Print Name: _____

Date

Print Name: _____

Date

Print Name: _____

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Date

Print Name: _____

Date

Print Name: _____

2/13/20

Date

Montverde Academy
"Trustee"

A. J. FREE

Print Name: _____

2/12/2020
Date

2/11/2020
Date

2/12/2020
Date

2/12/2020
Date

2/13/2020
Date

2/13/2020
Date

2/13/2020
Date

Date

Date

Date

Date

Date

Date

Date

Tim B. Smith
Print Name: Tim B. Smith

John J. Smith
Print Name: John J. Smith

Thomas Scott Olinde
Print Name: Thomas Scott Olinde

Guillermo L. Nelson
Print Name: Guillermo L. Nelson

S. Renee Stephens Lundy
Print Name: S. Renee Stephens Lundy

Sandra O. Stephens
Print Name: Sandra O. Stephens

Walter L. Stephens, Jr
Print Name: Walter L. Stephens, Jr

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____


Print Name: _____

Print Name: _____

Approved and consented to by:

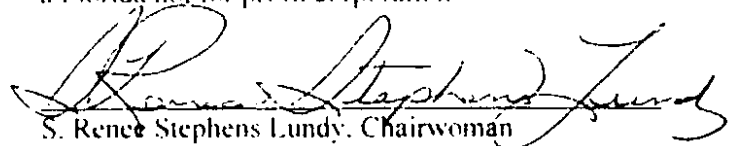
Montverde Academy, Inc.,
a Private School

Date: 2/13/2020


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees

Montverde Academy, Inc.,
a Florida not for profit corporation

Date: 2/13/2020


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees

Dated February 12, 2020

**PLAN OF MERGER OF
MONTVERDE ACADEMY, INC., a Private School,
and
MONTVERDE ACADEMY, INC., a Florida Not for Profit Corporation**

ARTICLE I

The name, entity and jurisdiction for each party to the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Montverde Academy, Inc., a Private School (the "Merging "Party")	Florida	A Private School Corporation incorporated under Chapter 623, Florida Statutes, and recorded in the Official Records of Lake County, Florida, O.R. Book 954, Page 539
Montverde Academy, Inc., (the "Surviving Party")	Florida	A Florida not for profit corporation incorporated under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE II

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Montverde Academy, Inc.	Florida	A Florida not for profit corporation incorporated under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE III

The terms and conditions of the merger are as follows:

Montverde Academy, Inc., a Private School, incorporated under Chapter 623, Florida Statutes, shall merge with and into Montverde Academy, Inc., a Florida not for profit corporation, formed under Chapter 617, Florida Statutes.

ARTICLE IV

The Plan of Merger does not require the approval of any member or any shareholder. Neither Montverde Academy, Inc., a Private School, nor Montverde Academy, Inc., a not for profit corporation, has any members, and no private person owns any shares or interests in Montverde Academy, Inc., a Private School or Montverde Academy, Inc. The assets of Montverde Academy, Inc., a Private School, and Montverde Academy, Inc., are each used exclusively for charitable purposes and no benefit thereof inures to any private person.

ARTICLE V

Both Montverde Academy, Inc., a Private School, and Montverde Academy, Inc. are governed by a Board of Trustees that elects its own successors.

The Plan of Merger was duly approved by a majority of the Board of Trustees of Montverde Academy, Inc., a Private School, and a majority of the Board of Trustees of Montverde Academy, Inc.

The Plan of Merger was also duly approved and authorized by the Fifth Judicial Circuit Court of Florida in and for Lake County, Florida, as required under Florida Statutes Chapter 623, the organic law governing Montverde Academy, a Private School.

ARTICLE VI

Upon approval of the Plan of Merger and Articles of Merger by the Fifth Judicial Circuit Court of Florida in and for Lake County, Florida, pursuant to Florida Statutes Chapter 623, the organic law governing Montverde Academy, a Private School, the Articles of Merger shall be filed with the Department of State of the State of Florida, at which time the merger shall be effective. Upon the effective date of the merger, Montverde Academy, Inc. shall succeed to all the assets and liabilities of Montverde Academy, Inc., a Private School, as provided under Florida Statutes Section 617.1106.

**ARTICLES OF MERGER
FOR
A FLORIDA PRIVATE SCHOOL CORPORATION
AND
A FLORIDA NOT FOR PROFIT CORPORATION**

The following Articles of Merger is submitted to merge the following Florida Private School Corporation formed under Chapter 623, Florida Statutes, into a Florida Not For Profit Corporation organized under Chapter 617, Florida Statutes, in accordance with Florida Statutes Sections 617.1108 and 617.1102.

ARTICLE I

The exact name, form/entity type, and jurisdiction for each party to the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
"Montverde Academy, Inc., a Private School" (the "Merging Party")	Florida	Private School Corporation incorporated under Chapter 623, Florida Statutes and Recorded in the Official Records of Lake County, Florida, O.R. Book 954, Page 539
"Montverde Academy, Inc., (the "Surviving Party")	Florida	A Florida not for profit corporation incorporated Under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE II

The exact name, form/entity type, and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
"Montverde Academy, Inc.,	Florida	A Florida not for profit corporation incorporated Under Chapter 617, Florida Statutes, Document Number 713395

ARTICLE III

The attached Plan of Merger and these Articles of Merger were approved and adopted by the Board of Trustees of Montverde Academy, Inc., the Surviving Party, in accordance with the applicable provisions of Chapters 617 and 607, Florida Statutes.

ARTICLE IV

The participation of Montverde Academy, a Private School, in the merger was duly authorized pursuant to Chapter 623, Florida Statutes, the organic law of Montverde Academy, a Private School. The attached Articles of Merger and the Plan of Merger were duly authorized, approved and adopted by the Board of Trustees of Montverde Academy, Inc., a Private School, the Merging Party, in accordance with applicable provisions of Chapter 623, Florida Statutes, which is the organic law governing Montverde Academy, Inc., a Private School, the Merging Party. The merger was also approved by the Fifth Judicial Circuit Court of Florida, in and for Lake County, Florida under Chapter 623, Florida Statutes.

ARTICLE V

The effective date of the merger is the date this document is filed by the Florida Department of State.

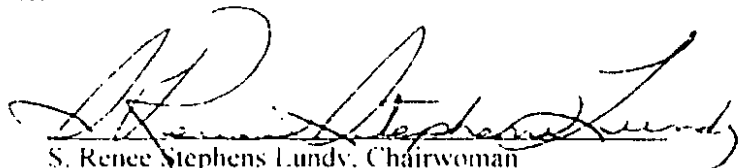
ARTICLE VI

Montverde Academy, Inc., the Surviving Party, is formed, organized, and incorporated under the laws of Florida and is qualified to transact business in this State.

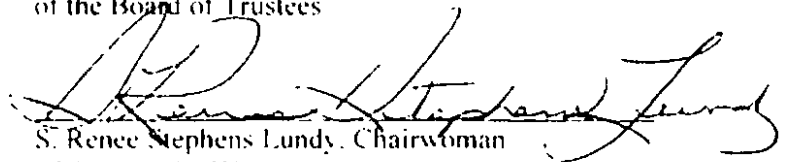
ARTICLE VII

Neither Montverde Academy, Inc., nor Montverde Academy, Inc., a Private School, has any members, and no private person owns any shares or interests in Montverde Academy, Inc., a Private School, or Montverde Academy, Inc.

Montverde Academy, Inc.,
a Private School


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees

Montverde Academy, Inc.,
a Florida not for profit corporation


S. Renee Stephens Lundy, Chairwoman
of the Board of Trustees