

732022

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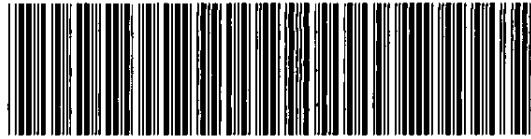
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TALLAHASSEE, FLORIDA

*Merger  
4/1/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Temple B'Nai Jacob of Palm Springs, Florida, 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:

Ryland F. Mahathey  
(Contact Person)

Redgrave & Rosenthal, LLP  
(Firm/Company)

120 E. Palmetto Park Road, Suite 400  
(Address)

Boca Raton, FL 33432  
(City/State and Zip Code)

For further information concerning this matter, please call:

Ryland F. Mahathey At ( 561 ) 362-9821  
(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

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Temple B'Nai Jacob of Palm Springs, Florida, Inc.	FL	732022

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Congregation B'Nai Avraham, Inc.	FL	N07000001946
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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).

*(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 \_\_\_\_\_.  
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 March 31, 2009. The number of directors in office was 13. The vote for the plan was as follows: 13 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 March 31, 2009. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 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

Temple B'Nai Jacob of Palm Springs, Florida, Inc.

Mel Gross

Mel Gross, Director / Treasurer

Congregation B'Nai Avraham, Inc.

Dr. Mel Kohan

Dr. Mel Kohan, Chairman Board of Directors

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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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Temple B'Nai Jacob of Palm Springs, Florida, Inc.</u>	<u>FL</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Congregation B'Nai Avraham, Inc.</u>	<u>FL</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The terms and conditions of the merger are as follows:

- (1) Upon the effective date of this Merger the initial Board of Directors shall be comprised as follows: One-half of the Directors shall be selected from the Board of the Merging Corporation, as determined by that Board; and One-half of the Directors shall be selected from the Board of Directors of the Surviving Corporation, as determined by that Board. The initial Officers of the Surviving Corporation after the Merger shall be elected by the initial Board of Directors as selected by the procedure above.
- (2) The Bylaws of the Surviving Corporation prior to the Merger, and in effect as of the effective date of the Merger, shall govern the Board of Directors and Surviving Corporation immediately after the Merger until such time as the Bylaws may be duly amended by the new Board.
- (3) The Board of Directors of the Surviving Corporation, the Merging Corporation, and the Board after the Merger, agree to the terms and conditions attached hereto as "Exhibit A" and incorporated herein by reference and such terms and conditions shall be obligations of the Surviving Corporation after the Merger.

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 is deleted and is replaced with the following Article I which shall read:

Article I  
The name of this corporation is Temple B'Nai Jacob of Wellington, Inc.

Other provisions relating to the merger are as follows:

None

PLAN OF MERGER  
EXHIBIT A  
**MERGER AGREEMENT ITEMS**

1. The net proceeds from the sale of the Temple B'nai Jacob building shall be kept in a separate account to be used only for the following:
  - a) costs associated with any repair, replacement, moving and storage of items removed from Temple B'nai Jacob
  - b) for any unforeseen capital expenditures required due to the merger approved by the new Board
  - c) toward the purchase of land and a building for the merged temple.
2. All Temple B'nai Jacob members in good standing as of January 1, 2009 shall have their annual dues fixed at \$250 per person for life, and shall not be required to pay any building fund assessments.
3. Each congregation shall be individually responsible for payment of all debts they have incurred prior to April 1, 2009.
4. A joint meeting shall be held with both Temple Boards and Officers no later than one week after the date of the merger for the purpose of appointing (electing) the Officers and Directors for the merged Temple for the first fiscal year. The Board shall be divided as equally as possible between the two merging Congregations. Subsequent Officers and Directors shall be elected according to the by laws."
5. The new Board of the merged Congregations shall prepare the following certificates:
  - a) to Blanche Yorkowitz dedicating the Bima in the new Temple in memory of her sister, Ida Goldy Rosenblatt
  - b) to Freede Maser dedicating a classroom in her honor and in memory of her husband, Sol Maser
6. The plaque dedicating the kitchen in memory of Willy Klein shall be placed in a conspicuous location in the kitchen of the new Temple.