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MERGER OR SHARE EXCHANGE

Ruth Eckerd Hall, Inc.

EFFECTIVE DATE
3-24-10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
RUTH ECKERD HALL, INC.,
a Florida not for profit corporation
into

RUTH ECKERD HALL FOUNDATION, INC.,
a Florida not for profit corporation

EFFECTIVE DATE

3-24-10

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 is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Ruth Eckerd Hall, Inc. (the "Surviving Corporation")	Florida	741890

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Ruth Eckerd Hall Foundation, Inc. (the "Merged Corporation")	Florida	N24263

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the Merger shall be March 24, 2010 (the "Effective Date").

FIFTH: The Surviving Corporation has no members. The agreement and plan of merger was adopted by the board of directors of the Surviving Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on February 24, 2010. The number of directors then in office is Sixteen (16), and the number of such directors that voted in favor of the agreement and plan of merger is eleven (11).

SIXTH: The Merged Corporation has no members entitled to vote. The agreement and plan of merger was adopted by the board of directors of the Merged Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on February 24, 2010. The number of directors then in office is nineteen (19), and the number of such directors that voted in favor of the agreement and plan of merger is thirteen (13).

Signed this 24th day of February, 2010, and effective as of the Effective Date.

SURVIVING CORPORATION:

**RUTH ECKERD HALL, INC., a Florida
not for profit corporation**

By: Robert A. Freedman
Robert Freedman, President

MERGED CORPORATION:

**RUTH ECKERD HALL FOUNDATION,
INC., a Florida not for profit corporation**

By: Robert A. Freedman
Robert Freedman, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 24th day of February, 2010, and shall be effective as of March 24, 2010, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

RUTH ECKERD HALL, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of Incorporation: March 7, 1978

II - MERGED CORPORATION

RUTH ECKERD HALL FOUNDATION, INC., a Florida not for profit corporation ("Merged Corporation").

Date of Incorporation: January 8, 1988

WITNESSETH:

WHEREAS, the Merged Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of Incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 617 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be RUTH ECKERD HALL, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Revised and Amended Bylaws of the Surviving Corporation, adopted on February 24, 2010, shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified under the terms of the Bylaws:

Directors:	<u>Dan Doyle, Sr.</u>	<u>Jana Jones</u>
	<u>Charlie Robinson</u>	<u>John Thomas</u>
	<u>Joyce Cotton</u>	<u>Barry Alpert</u>
	<u>Kenneth Hamilton</u>	<u>Linda Griffin-Keliher</u>
	<u>Gary Namm</u>	<u>Joan Kline</u>
	<u>Sandy Stroyne</u>	<u>Charlie Rutz</u>
	<u>Mark Wimberly</u>	<u>David Suellau</u>
	<u>John Hobach</u>	<u>Glenn Bergoffen</u>
	<u>Stephen Mixson</u>	<u>Jill Melkonian</u>
	<u>Suzanne Ruley</u>	<u>Ken Roberts</u>
	<u>Stan Levy</u>	<u>Philip K. Beauchamp</u>
	<u>Joshua Magidson</u>	<u>Richard E. Bouchard</u>
	<u>George M. Cantonis</u>	<u>Mark H. Edmunds</u>
Officers:	<u>Richard E. Bouchard</u>	Chairman of the Board

<u>Joshua Magidson</u>	Vice-Chairman of the Board
<u>Philip K. Beauchamp</u>	Treasurer
<u>Sandy Stroyne</u>	Secretary
<u>George M. Cantonis</u>	Immediate Past Chairman (Surviving)
<u>Mark H. Edmunds</u>	Immediate Past Chairman (Merged)

ARTICLE V
MEMBERS OF MERGED CORPORATION

The members of the Merged Corporation shall not become members of the Surviving Corporation. The Surviving Corporation shall have no members.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on February 24, 2010.

ARTICLE VII
APPROVAL OF MERGER BY DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merged Corporation, as provided by Chapters 617 of the Florida Statutes, on February 24, 2010.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of March 24, 2010, for tax and accounting purposes and shall become effective for purposes of Chapter 617 of the Florida Statutes on March 24, 2010.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

RUTH ECKERD HALL, INC.,
a Florida not for profit corporation

By: Robert A. Freedman
Robert Freedman, President

MERGING CORPORATION:

RUTH ECKERD HALL FOUNDATION,
INC., a Florida not for profit corporation

By: Robert A. Freedman
Robert Freedman, President

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