

**THOMPSON  
HINE**

BRUSSELS CINCINNATI CLEVELAND COLUMBUS DAYTON WASHINGTON, D.C.

**751291**

July 31, 2001

Amy T. Hamilton  
(513) 352-6619  
amy.hamilton@thompsonhine.com

**VIA FEDERAL EXPRESS**

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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-08/02/01--01006--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Floriculture Industry Research and Scholarship Trust (FIRST) Inc.  
Charter No. 751291

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Merger for the above-referenced company and our firm's check for \$78.75 to cover the requisite fees. I am also requesting a certified copy of the approved Articles.

Kindly forward evidence of this filing to my attention in the return envelope provided. In the event you have any questions concerning this filing, please call me at the number above. Thank you for your assistance.

Sincerely,



Amy T. Hamilton  
Certified Legal Assistant

Merger  
8-8-01  
rks

Enclosures

**FILED**  
01 AUG - 1 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE OHIO FLORICULTURE FOUNDATION, an Ohio corporation not qualified in  
Florida

INTO

**FLORICULTURE INDUSTRY RESEARCH AND SCHOLARSHIP TRUST  
(FIRST) INC., a Florida entity, 751291**

File date: August 1, 2001

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

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:

Name

Jurisdiction

Floriculture Industry Research and Scholarship  
Trust (FIRST) Inc.

Florida

**SECOND:** The name and jurisdiction of each Merging Corporation is:

Name

Jurisdiction

The Ohio Floriculture Foundation

Ohio

**THIRD:** The Agreement and 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.

**FIFTH:** The Agreement and Plan of Merger was adopted by unanimous written consent of the directors and members of the Surviving Corporation and executed in accordance with section 617.0701, Florida Statutes on 07-13-01.

**SIXTH:** The Agreement and Plan of Merger was adopted by unanimous written consent of the directors and members of the Merging Corporation and executed in accordance with section 617.0701, Florida Statutes on 07-13-01.

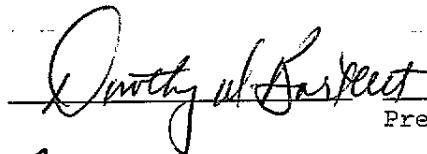
**SEVENTH:**

Name of Corporation

Signature

Typed or Printed Name of  
Individual & Title

FLORICULTURE INDUSTRY  
RESEARCH AND SCHOLARSHIP  
TRUST (FIRST) INC.



Dorothy K. Bartlett  
President

THE OHIO FLORICULTURE  
FOUNDATION



Bruce Bordinie  
President

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of the 13<sup>th</sup> day of July, 2001, between FLORICULTURE INDUSTRY RESEARCH AND SCHOLARSHIP TRUST (FIRST) INC., a Florida not for profit corporation ("FIRST", and sometimes hereinafter referred to as the "Surviving Corporation"), and THE OHIO FLORICULTURE FOUNDATION, an Ohio nonprofit corporation ("OFF" and sometimes hereinafter referred to as the "Disappearing Corporation") (the Surviving Corporation and Disappearing Corporation are sometimes hereinafter together referred to as the "Constituent Corporations"), which agree as follows:

1. OFF has agreed to merge with and into FIRST, which shall be the Surviving Corporation.

2. The name of the Surviving Corporation shall be Floriculture Industry Research And Scholarship Trust (FIRST) Inc., a Florida not for profit corporation.

3. The principal office of the Surviving Corporation in Florida will be located at 501 East Kennedy Blvd, Suite 1700, Tampa, Florida.

4. The names and addresses of the initial directors and officers of the Surviving Corporation are set forth on Exhibit A to this Agreement.

5. The terms of the merger and the mode of carrying the same into effect are as follows: Upon the Effective Date of the merger provided in Article 11 hereof, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the Constituent Corporations; and all property of every description, and every interest therein, and all obligations, of or belonging to or due to each of the

Constituent Corporations, shall thereafter be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. Any right or interest in respect to any past or future devise, bequest, conditional gift, or trust, property, or fund restricted to particular uses, when vested in or claimed by such Surviving Corporation as a result of such merger shall belong to it as a continuation without interruption of the existence and identity of the Constituent Corporation originally named as taker or beneficiary; and title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Corporation shall thenceforth be liable for all the obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment, with right of appeal as in other cases, as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. All the rights of creditors of each Constituent Corporation shall be preserved unimpaired, and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger.

6. The Surviving Corporation will exercise its corporate privileges in Ohio as a foreign corporation. The Surviving Corporation hereby irrevocably appoints TH&F Statutory Agent Corp., 10 W. Broad Street, Suite 700, Columbus, Ohio 43215 as its agent to accept service of process, and consents to service of process on the statutory agent listed above so long as the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found. The Surviving Corporation agrees that it may be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of the Disappearing Corporation.

7. The Articles of Incorporation of FIRST shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of FIRST shall be the Bylaws of the Surviving Corporation.

8. This Agreement was adopted by the Disappearing Corporation pursuant to Section 1702.42 of the Ohio Nonprofit Corporation Law by unanimous written consent, signed by all the directors of the Disappearing Corporation in office (who are also all the members of the Disappearing Corporation). This Agreement was adopted by the Surviving Corporation pursuant to Section 617.1103 of the Florida Not For Profit Corporation Act by unanimous written consent, signed by all the directors in office of the Surviving Corporation (who are also all the members of the Surviving Corporation).

9. Representations of FIRST. FIRST hereby represents, warrants and covenants, as applicable, to OFF that the statements contained in this Article 9 are true and correct as of the date of this Agreement and will be true and correct as of the Effective Date, as though made again as of the Effective Date, except as the following may be affected by actions or events expressly permitted or contemplated in this Agreement and disclosed to OFF in writing prior to the Effective Date.

(a) FIRST is a Florida not for profit corporation duly organized, validly existing, and in good standing under the laws of the state of Florida, and has full corporate power and authority to own, lease, and operate the business of FIRST ("FIRST Business") and the assets of FIRST ("FIRST Assets"), to carry on the FIRST Business as now being conducted, and to execute, deliver, and perform this Agreement and the transactions and other agreements and instruments contemplated by this Agreement. FIRST has good and marketable title to the FIRST assets and the FIRST assets are free and clear of all liens, encumbrances, obligations, and claims of any kind and nature whatsoever. On the Effective Date, all requisite corporate actions to approve, execute, deliver, and

perform this Agreement and each of the other agreements and instruments to be executed and delivered by FIRST in connection herewith have been taken by FIRST.

(b) There exists no litigation, action, suit, investigation, claim, or proceeding pending or, to the best of FIRST's knowledge, threatened (or existing but unasserted), against or affecting FIRST, at law or in equity or before any governmental authority.

(c) FIRST is a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is a public charity within the meaning of Section 509(a)(1) of the Code. FIRST has correctly and properly prepared or caused to be prepared in compliance with all applicable laws and timely filed or caused to be filed all tax returns, reports, filings and notifications relating to FIRST and required to be filed by it with any governmental authority and has paid the taxes, if any, shown to be due thereon. There is no dispute or claim concerning FIRST's statuses under Section 501(c)(3) or Section 509(a)(1) of the Code either (i) claimed or raised by a governmental authority in writing, or (ii) as to which FIRST or any of its directors, officers, or employees responsible for tax matters has knowledge based on personal contact with any agent of such authority. FIRST is not aware of any event or circumstance that could reasonably be expected to adversely affect FIRST's statuses under Section 501(c)(3) or Section 509(a)(1) of the Code.

(d) FIRST is a corporation that would qualify as a public benefit corporation as defined in Section 1702.01(P) of the Ohio Nonprofit Corporation Law.

10. Representations of OFF. OFF hereby represents, warrants and covenants, as applicable, to FIRST that the statements contained in this Article 10 are true and correct as of the date of this Agreement and will be true and correct as of the Effective Date, as though made again as of the

Effective Date, except as the following may be affected by actions or events expressly permitted or contemplated in this Agreement and disclosed to FIRST in writing prior to the Effective Date.

(a) OFF is an Ohio nonprofit corporation duly organized, validly existing, and in good standing under the laws of the state of Ohio, and has full corporate power and authority to own, lease, and operate the business of OFF ("OFF Business") and the assets of OFF ("OFF Assets"), to carry on the OFF Business as now being conducted, and to execute, deliver, and perform this Agreement and the transactions and other agreements and instruments contemplated by this Agreement. OFF has good and marketable title to the OFF assets and the OFF assets are free and clear of all liens, encumbrances, obligations, and claims of any kind and nature whatsoever. On the Effective Date, all requisite corporate actions to approve, execute, deliver, and perform this Agreement and each of the other agreements and instruments to be executed and delivered by OFF in connection herewith have been taken by OFF.

(b) There exists no litigation, action, suit, investigation, claim, or proceeding pending or, to the best of OFF's knowledge, threatened (or existing but unasserted), against or affecting OFF, at law or in equity or before any governmental authority.

(c) OFF is a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is a public charity within the meaning of Section 509(a)(1) of the Code. OFF has correctly and properly prepared or caused to be prepared in compliance with all applicable laws and timely filed or caused to be filed all tax returns, reports, filings and notifications relating to OFF and required to be filed by it with any governmental authority and has paid the taxes, if any, shown to be due thereon. There is no dispute or claim concerning OFF's statuses under Section 501(c)(3) or Section 509(a)(1) of the Code either (i)



claimed or raised by a governmental authority in writing, or (ii) as to which OFF or any of its directors, officers, or employees responsible for tax matters has knowledge based on personal contact with any agent of such authority. OFF is not aware of any event or circumstance that could reasonably be expected to adversely affect OFF's statuses under Section 501(c)(3) or Section 509(a)(1) of the Code.

(d) OFF is a public benefit corporation as defined in Section 1702.01(P) of the Ohio Nonprofit Corporation Law.

11. Effective Date of Merger. For purposes of Florida and Ohio law, the Merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

Executed as of the date specified above.

FLORICULTURE INDUSTRY RESEARCH AND  
SCHOLARSHIP TRUST (FIRST) INC.,  
a Florida not for profit corporation

By: *Daphne W. Lambert*  
Its: *President*

THE OHIO FLORICULTURE FOUNDATION,  
an Ohio nonprofit corporation

By: *Bruce Bordine*  
Its: *President*

## **EXHIBIT A**

### **NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS OF SURVIVING CORPORATION**

#### **Directors**

Dorothy Bartlett  
Mothball Way  
Nantucket, MA 02554

Justin Marotta  
5384 Possum Run Road  
Bellville, OH 44813

Lela Kelly  
2090 Sunnydale Blvd.  
Clearwater, FL 33765

Mark Niklas  
23646 Klupenger Road NE  
Aurora, OR 97002

George Todd  
2409 Ravine Drive  
Ruskin, FL 33570

Bill Argo  
10800 Blackmore Avenue  
Belleville, MI 48111

Jan Umstead  
622 Towne Road  
West Chicago, IL 60185

Earl Dedman  
16925 NE 190<sup>th</sup>  
Woodinville, WA 98072

Judy Corfield  
103 Brookfield Lane  
Geneva, IL 60134-1714

Delilah Onofrey  
37733 Euclid Avenue  
Willoughby, OH 44094

Dr. David Hartley  
4225 McMurry Avenue  
Ft. Collins, CO 80525

Tim Stiles  
2125 72<sup>nd</sup> Street SW  
Byron Center, MI 49315

#### **Officers**

Dorothy Bartlett, President  
Mothball Way  
Nantucket, MA 02554

Lela Kelly, Vice President  
2090 Sunnydale Blvd.  
Clearwater, FL 33765

Tim Stiles, Treasurer/Secretary  
2125 72<sup>nd</sup> Street SW  
Byron Center, MI 49315

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