

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

SECOND REQUEST
Record with Original Filing
Date of March 28, 2022

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H220001130113)))



H220001130113ABCL

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 290-1590

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: tom@tzacharias.com

MERGER OR SHARE EXCHANGE

West Palm Beach Police Fund, Inc. (f/k/a West Palm Beach Foundation, Inc.)

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

2022 APR -5 AM 7:25
SECRETARY OF STATE
TALLAHASSEE, FL

A. RAMSEY
APR - 6 2022

Electronic Filing Menu

Corporate Filing Menu

Help

FAN: H22000113011

**ARTICLES OF MERGER
FOR
NOT FOR PROFIT CORPORATIONS**

The following 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
West Palm Beach Police Fund, Inc. (formerly known as West Palm Beach Police Foundation, Inc.) (Document Number: 764489)	Florida	Not-For-Profit

SECOND: The exact name, form/entity type and jurisdiction of the merging not-for-profit corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
West Palm Beach Police Fund, Inc. (Document Number: N21000010248)	Florida	Not-for-Profit

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

FOURTH: The merger shall become effective on March 31, 2022.

FIFTH: Adoption of Merger by Surviving Corporation:

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 24, 2022. The number of directors in office was eleven (11). The vote for the plan unanimous.

SIXTH: Adoption of Merger by Merging Corporation:


There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted unanimously by the board of directors on March 2, 2022. The number of directors in office was twenty eight. The vote for the plan was unanimous.

[Signatures on following page]

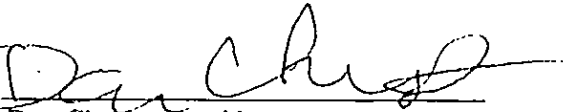
FAN: H22000113011 3

FAN: H22000113011 3

WEST PALM BEACH POLICE FUND, INC.

By: 
Allan R. Adelson, Chair

WEST PALM BEACH POLICE FUND, INC.,
f/k/a West Palm Beach Police Foundation, Inc.

By: 
Don Chester, President

FAN: H22000113011 3

FAN: H22000113011 3

EXHIBIT A

**PLAN OF MERGER
WEST PALM BEACH POLICE FUND, INC.
a Florida not for profit corporation**

**with and into
WEST PALM BEACH POLICE FOUNDATION, INC.
a Florida not for profit corporation**

This Plan of Merger (this "Plan") is entered into by and among West Palm Beach Police Fund, Inc. ("Fund"); and West Palm Beach Police Foundation, Inc., a Florida not-for-profit corporation ("Foundation") on March 25, 2022. Fund and Foundation are hereinafter collectively called the "Merging Entities."

W I T N E S S E T H:

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

Whereas, immediately prior to the Merger, the Foundation will change its name to West Palm Beach Police Fund, Inc.;

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 Fund and the Board of Directors of Foundation 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. There are no members of Fund or Foundation.

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
West Palm Beach Police Fund, Inc. (Document No.: N21000010248)	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
----------------	--------------	------------------

FAN: H22000113011 3

FAN: H22000113011 3

West Palm Beach Police Fund, Inc. Florida Not-for-Profit
(f/k/a West Palm Beach Police Foundation, Inc.)
(Document No.: 764489)

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 March 31, 2022 and filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): i) Fund shall be merged with and into Foundation and Foundation 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; ii) the separate existence of Fund shall cease; iii) Foundation shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of Fund; and all property, real, personal, 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 Fund shall be taken and deemed to be transferred to and vested in Foundation without further act or deed; and iv) all corporate acts, plans, policies, contracts, approvals and authorizations of Fund 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 Foundation and shall be as effective and binding thereon as the same were with respect to Fund.

If at any time after the Effective Time Foundation 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 Foundation, the title to any property or rights of Fund acquired or to be acquired by reason of, or as a result of, the Merger, Fund (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 Foundation.* The Articles of Incorporation of Foundation shall be amended and restated as of the Effective Time upon filing with the Secretary of State.

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.

FAN: H22000113011 3

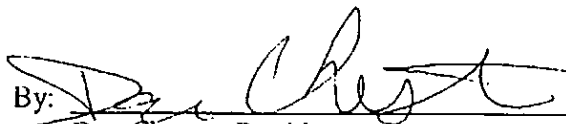
FAN: H22000113011 3

In Witness Whereof, the undersigned have caused their duly authorized officers to execute this Plan on March 25, 2022.

WEST PALM BEACH POLICE FUND, INC.

By: 
Alan R. Adelson, Chair

**WEST PALM BEACH POLICE FUND, INC.,
f/k/a West Palm Beach Police Foundation, Inc.**

By: 
Don Chester, President

FAN: H22000113011 3

FAN: H22000113011 3

March 25, 2022

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

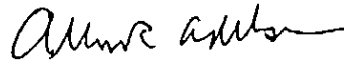
RE: West Palm Beach Police Fund, Inc., a Florida corporation (the "Corporation")
Document No.: N21000010248

Dear Sir/Madam:

I am the President of the above referenced corporation, West Palm Beach Police Fund, Inc. The Corporation is merging into West Palm Beach Police Foundation, Inc. (Document No.: 764489) ("Foundation"). The Corporation hereby authorizes the Foundation to share its name, West Palm Beach Police Fund, Inc. as the Foundation will be the surviving corporation.

Please contact my office should you have any questions regarding the above.

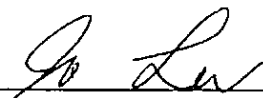
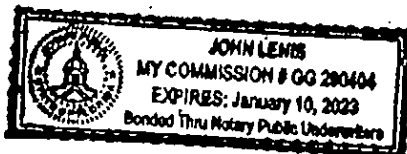
West Palm Beach Police Fund, Inc.

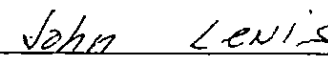


Allan R. Adelson, as Chair

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 25th day of March, 2022, by Alan R. Adelson, as Chair of West Palm Beach Police Fund, Inc., (☒) who is personally known to me OR (☐) who produced _____ as identification.



Notary Signature

Print Notary Name

State of Florida at Large
My Commission Expires:

FAN: H22000113011 3