

F15000002239

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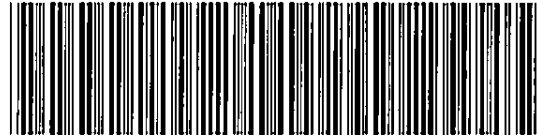
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TALLAHASSEE, FLORIDA

A. RAMSEY

APR 10, 2024

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TALLAHASSEE, FLORIDA



CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

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| Name: | Robin Merger Corporation, Inc. |
| Document #: | |
| Order #: | 15478164 |

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| Certified Copy of Arts & Amend: | <input type="checkbox"/> | | |
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Thank you!

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

FL5000002239

(Document Number of Corporation (If known))

1. ASSOCIATION OF SUPERVISION AND CURRICULUM DEVELOPMENT, INC.
(Name of corporation as it appears on the records of the Department of State)

2. VA 3. 05/19/2015
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/31/2022

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Robin Merger Corporation, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Darren Bailey
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Darren Bailey
(Typed or printed name of the person signing)

Chief Operating Officer
(Title of person signing)

Commonwealth of Virginia

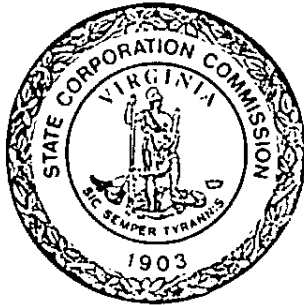


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing are true and correct copies of business entity documents on file in the Office of the Clerk of the Commission related to Robin Merger Corporation, Inc., a Virginia corporation.

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:

April 5, 2024

A handwritten signature in cursive script, reading "Bernard J. Logan".

Bernard J. Logan, Clerk of the Commission

ARTICLES OF MERGER

of

**INTERNATIONAL SOCIETY FOR TECHNOLOGY IN EDUCATION, INC.
an Oregon nonprofit corporation**

with and into

**ASSOCIATION FOR SUPERVISION AND CURRICULUM DEVELOPMENT,
a Virginia nonstock corporation**

The undersigned, on behalf of the corporations set forth below, pursuant to Title 13.1, Chapter 10 of the Code of Virginia (the "Virginia Nonstock Corporation Act"), and pursuant to Chapter 65 of the Oregon Revised Statutes, hereby execute these Articles of Merger, and each hereby consents and agrees to the merger as follows:

ARTICLE I

The name of the merging corporation is INTERNATIONAL SOCIETY FOR TECHNOLOGY IN EDUCATION, INC. (the "Merging Corporation"), a nonprofit corporation incorporated under the laws of the State of Oregon (Oregon Registry Number 138915-10). The name of the surviving corporation is ASSOCIATION FOR SUPERVISION AND CURRICULUM DEVELOPMENT (the "Surviving Corporation"), a nonstock corporation incorporated under the laws of the Commonwealth of Virginia (SCC ID No. 02647162). The Merging Corporation and the Surviving Corporation have entered into a Plan of Merger dated as of December 9, 2022 (the "Plan of Merger"), governing the merger of the Merging Corporation with and into the Surviving Corporation ("the Merger"). A copy of the Plan of Merger is attached hereto as **Exhibit 1** and incorporated herein and made a part hereof.

ARTICLE II

The Merger amends and restates the Articles of Incorporation of the Surviving Corporation, and such Amended and Restated Articles of Incorporation, attached hereto as **Exhibit A to the Plan of Merger** and incorporated herein and made a part hereof (the "Amended and Restated Articles of Incorporation") shall be the Articles of Incorporation of the Surviving Corporation after the Merger.

ARTICLE III

The Plan of Merger was adopted, in accordance with the Act, by the unanimous vote of the Board of Directors of the Surviving Corporation at a meeting at which a quorum was present, held on August 23, 2022.

ARTICLE IV

The Plan of Merger was submitted, in accordance with the Act, to the members of the Surviving Corporation by its Board of Directors. Pursuant to the Bylaws of the Surviving

Corporation, only the individual members of the Surviving Corporation were entitled to vote on the Plan of Merger. On the record date with respect to such vote, the Surviving Corporation had 62,249 individual members, and therefore the members of the Surviving Corporation had 62,249 votes entitled to be cast on the Plan of Merger. The total number of votes cast for, or in favor of, the Plan of Merger was 192; the total number of votes cast against the Plan of Merger was 12. Thus, the number of votes cast for the Plan of Merger was sufficient for approval by the individual members of the Surviving Corporation because more than two-thirds of all the votes cast at the Annual Meeting of the members at which a quorum was present on November 14, 2022, approved the Plan of Merger.

ARTICLE V

The Plan of Merger was approved by a sufficient vote of the Board of Directors of the Merging Corporation at a meeting at which a quorum was present on August 17, 2022, and the approval of the members of the Merging Corporation was not required. Thus, the Merging Corporation's participation in the Merger was duly authorized as required by the laws of the State of Oregon, the jurisdiction in which the Merging Corporation is incorporated.

ARTICLE VI

No other person is required to approve the Plan of Merger on behalf of the Merging Corporation or the Surviving Corporation. The prior written consent of the Attorney General of the State of Oregon to the Plan of Merger is not required because the Surviving Corporation is a Virginia nonstock corporation that would qualify as a public benefit corporation under Chapter 65 of the Oregon Revised Statutes.

ARTICLE VII

Pursuant to Oregon House Bill 2191, an Oregon Information Change form is attached hereto as **Exhibit 2**.

ARTICLE VII

The Merger contemplated by these Articles of Merger shall occur and be effective at 11:59 p.m. Eastern Standard Time, on December 31, 2022.

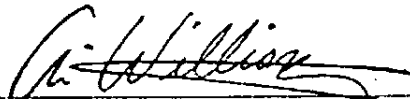
[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be duly executed and delivered in its name as of December 9, 2022.

Surviving Corporation:

ASSOCIATION FOR SUPERVISION AND
CURRICULUM DEVELOPMENT, a Virginia
nonstock corporation

Date: 12/15/22



By: Avis Williams

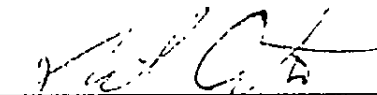
Title: Board President

Virginia SCC ID No: 02647162

Merging Corporation:

INTERNATIONAL SOCIETY FOR
TECHNOLOGY IN EDUCATION, INC., an
Oregon nonprofit corporation

Date: 12/14/22



By: Richard Culatta

Title: CEO

Oregon Registry Number 138915-10

EXHIBIT 1

PLAN OF MERGER
of
INTERNATIONAL SOCIETY FOR TECHNOLOGY IN EDUCATION, INC.,
an Oregon nonprofit corporation,
with and into
ASSOCIATION FOR SUPERVISION AND CURRICULUM DEVELOPMENT,
a Virginia nonstock corporation

ARTICLE I
THE MERGER

1.1 The Parties.

(a) The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is International Society for Technology in Education, Inc., an Oregon nonprofit corporation (the "Merging Corporation").

(b) The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is Association for Supervision and Curriculum Development, a Virginia nonstock corporation (the "Surviving Corporation").

1.2 The Merger. Subject to the terms and conditions set forth in this Agreement, and in accordance with the Virginia Nonstock Corporation Act (the "Virginia Act") and Chapter 65 of the Oregon Revised Statutes (the "Oregon Act"), upon the Effective Date (as defined below), (a) the Merging Corporation shall merge with and into the Surviving Corporation (the "Merger"), which shall survive the merger and continue to be a Virginia nonstock corporation; (b) the separate existence and corporate organization of the Merging Corporation shall cease; and (c) the name of the Surviving Corporation shall become Robin Merger Corporation, Inc.

1.3 Effective Date of the Merger. At the closing of the Merger, the parties shall file or cause to be filed Articles of Merger in such manner and form as is required by, and executed in accordance with, the relevant provisions of the Virginia Act and the Oregon Act, with the date that such filings have been accepted for filing by both the Virginia State Corporation Commission and the Oregon Secretary of State being hereinafter referred to as the "Effective Date."

1.4 Effects of the Merger. Upon the Effective Date, the Merger will have the effects set forth in the Virginia Act and the Oregon Act. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date, all the property, rights, privileges, immunities, powers, and purposes of the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation, and all debts, liabilities, obligations, and duties of the Merging Corporation and the Surviving Corporation shall be the debts, liabilities, obligations, and duties of the Surviving Corporation.

ARTICLE II

TERMS AND CONDITIONS

2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be amended and restated upon the Effective Date to be the Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit A, until thereafter changed or amended as provided therein or by applicable law.

2.2 Membership Conversion. Upon the Effective Date, each person who was a member of the Merging Corporation or of the Surviving Corporation immediately before the Effective Date shall cease to be a member, as defined under either of the Virginia Act or the Oregon Act, of either the Merging Corporation or the Surviving Corporation, shall not have any right to vote on any matter, and shall have only such rights and privileges as are set forth in the bylaws of the Surviving Corporation.

2.3 Rights to Acquire Membership Interests. There are no rights to acquire membership interests of the Merging Corporation or the Surviving Corporation.

2.4 Board Approvals of Merger. The Merger and this Plan of Merger have been approved by the Boards of Directors of each of the Merging Corporation and the Surviving Corporation.

(a) In accordance with Section 65.487 of the Oregon Act, the form of this Plan of Merger was duly adopted by resolution of a majority of the Board of Directors of the Merging Corporation at a special meeting on August 17, 2022.

(b) In accordance with Section 13.1-894 of the Virginia Act, the form of this Plan of Merger was duly adopted by resolution of a majority of the Board of Directors of the Surviving Corporation at a special meeting on August 23, 2022.

2.5 Member Approvals of Merger.

(a) Pursuant to the Articles of Incorporation of the Merging Corporation, member approval of the Merger was not required because the members of the Merging Corporation do not have the right to vote on the Merger.

(b) Pursuant to the Articles of Incorporation of the Surviving Corporation and in accordance with Section 13.1-895 of the Virginia Act, the Board of Directors of the Surviving Corporation submitted the form of this Plan of Merger to the members of the Surviving Corporation for their approval, along with a recommendation that the members approve the Plan of Merger. The members of the Surviving Corporation approved and adopted the Plan of Merger, including the Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit A, at a meeting on November 14, 2022 by the affirmative vote of more than two-thirds of all the votes cast.

2.6 Tax Consequences. It is the express intent and purpose of this Plan of Merger that the Surviving Corporation shall continue to: (a) be an organization described in Section 501(c)(3) of the Code; and (b) be a tax-exempt organization within the guidance of Revenue

Procedure 2018-15 and, more specifically, will carry out the same exempt purposes of the Merging Corporation and will not obtain a new Taxpayer Identification Number.

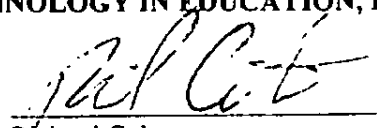
2.7 Additional Terms and Conditions. The parties may enter into additional conveyances, documents, or other actions as necessary to carry out the provisions of this Plan of Merger.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized, as of December 9, 2022.

Merging Corporation:

**INTERNATIONAL SOCIETY FOR
TECHNOLOGY IN EDUCATION, INC.**

Date: 12/14/22

By: 
Name: Richard Culatta
Title: CEO

Surviving Corporation:

**ASSOCIATION FOR SUPERVISION AND
CURRICULUM DEVELOPMENT**

Date: 12/15/22

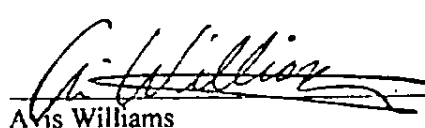
By: 
Name: Avis Williams
Title: Board President

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROBIN MERGER CORPORATION, INC.
a Virginia Nonstock Corporation

ARTICLE I
NAME

The name of the corporation is Robin Merger Corporation, Inc. (the "Corporation"), a Virginia nonstock corporation.

ARTICLE II
PURPOSES

The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Code"), including, without limitation, the purpose of making distributions to organizations described in Section 501(c)(3) of the Code. Without limiting or expanding the foregoing, the purposes of the Corporation are:

(a) the general improvement of education through the promotion of programs and practices that will facilitate the wholesome development of all persons involved in educational efforts; and

(b) the engagement in any lawful act or activity that is related or incidental to and necessary, convenient or advisable for the accomplishment of the above-mentioned purposes and, in doing so, the exercise of any powers permitted to Virginia nonstock corporations in pursuance thereof, subject however to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation.

The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. The Corporation shall have all powers granted under Chapter 10 of Title 13.1 of the Code of Virginia, as now enacted or hereafter amended, and any other applicable statute.

ARTICLE III
RIGHTS AND RESTRICTIONS

Despite any other provision of these Amended and Restated Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code. These restrictions include, but are not limited to, the following:

3.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article II.

3.2 No Substantial Lobbying Activities; No Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV MEMBERS

The Corporation shall have no members.

ARTICLE V DIRECTORS

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The qualifications and number of directors will be as provided in the Bylaws. At each annual meeting of the Board of Directors, directors shall be elected or appointed by the Board of Directors to serve for a term of three (3) years to succeed those whose terms expire. No individual shall be named or elected as a director without the individual's prior consent.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Code, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable or educational purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

ARTICLE VII
LIMIT ON LIABILITY AND INDEMNIFICATION
OF DIRECTORS AND OFFICERS

7.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(b) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(c) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(d) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(e) "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

7.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

7.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 7.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of directors and officers of the Corporation, as provided by law, and in the case of persons other than directors and officers of the Corporation, as provided in Section 7.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person

claiming indemnification, be made by special legal counsel selected by agreement of such person and the Board of Directors. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 7.3.

7.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 7.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 7.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 7.3 of this Article shall be limited by the provisions of this Section 7.4.

7.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

7.6 Amendments. The rights to indemnification and the advancement and reimbursement of expenses conferred in this Article shall be deemed contract rights between the Corporation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be reduced or eliminated by any subsequent repeal, modification, or amendment of these Articles of Incorporation or of the Corporation's Bylaws.

7.7 Excess Benefit Transactions. Notwithstanding any other provision of this Article VII, the Corporation shall not make any payment that would adversely affect the Corporation's status as an organization described in Section 501(c)(3) of the Code or make any payment that would be treated as an excess benefit transaction under Section 4958 of the Code.

* * *

EXHIBIT 2

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 20, 2022

The State Corporation Commission has found the accompanying articles of merger submitted on behalf of

ASSOCIATION FOR SUPERVISION AND CURRICULUM
DEVELOPMENT

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective December 31, 2022. When the merger becomes effective, each of the following:

International Society for Technology in Education Inc.

is merged into Robin Merger Corporation, Inc. (formerly ASSOCIATION FOR SUPERVISION AND CURRICULUM DEVELOPMENT), which continues to exist under the laws of VIRGINIA with the name Robin Merger Corporation, Inc., and the separate existence of each merged entity ceases.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner