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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc
6/30/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE PAIRS FOUNDATION, 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:

Seth D. Eisenberg

(Contact Person)

The PAIRS Foundation, Inc.

(Firm/Company)

1675 Market Street, Suite 207

(Address)

Weston, Florida 33326

(City/State and Zip Code)

For further information concerning this matter, please call:

Seth Eisenberg

(Name of Contact Person)

At (954) 554-3306

(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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
<u>The PAIRS Foundation, Inc.</u>	<u>Florida</u>	<u>N00000003614</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PAIRS, LTD.</u>	<u>Virginia</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 06 / 28 / 2011 (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 June 24, 2011. The number of directors in office was 4. The vote for the plan was as follows: 4 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 June 24, 2011. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 AGAINST

Name of Corporation

Typed or Printed Name of Individual & Title

Seth D. Eisenberg, President

Seth D. Eisenberg, President

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:

Name

Jurisdiction

The PAIRS Foundation, Inc.

Florida

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

Name

Jurisdiction

PAIRS, LTD.

Virginia

The terms and conditions of the merger are as follows:

See attached.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See attached.

Other provisions relating to the merger are as follows:

See attached.

**ARTICLES OF MERGER OF
THE PAIRS FOUNDATION, INC.
and
PAIRS, LTD.**

The following corporations, pursuant to Title 13.1, Chapter 10, of the Code of Virginia and section 617.1105, Florida Statutes, hereby execute the following Articles of Merger and set forth:

ONE

The Plan of Merger is set forth in the Merger Agreement included as Attachment A to these Articles of Merger.

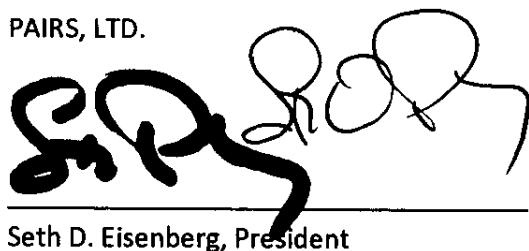
TWO

The Plan of Merger was approved by the board of directors of PAIRS, LTD. at a special meeting held on 24 June 2011. The Plan of Merger was adopted by the vote of two-thirds or more of the directors of PAIRS, LTD. on 24 June 2011.

The Plan of Merger was approved by the board of directors of The PAIRS Foundation, Inc. at a special meeting held on 24 June 2011. The Plan of Merger was adopted by the vote of two-thirds or more of the directors of The PAIRS Foundation, Inc. on 24 June 2011.

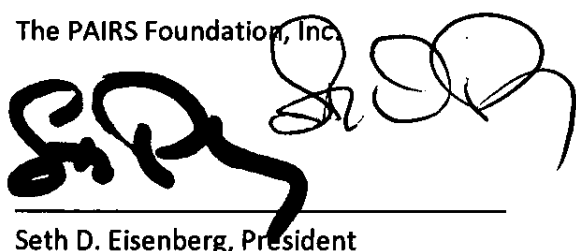
The undersigned President of PAIRS, LTD. and President of The PAIRS Foundation, Inc. declares that the facts herein stated are true as of 24 June 2011.

PAIRS, LTD.

A handwritten signature in black ink, appearing to be 'Seth D. Eisenberg', written over a horizontal line.

Seth D. Eisenberg, President

The PAIRS Foundation, Inc.

A handwritten signature in black ink, appearing to be 'Seth D. Eisenberg', written over a horizontal line.

Seth D. Eisenberg, President

AGREEMENT AND PLAN OF MERGER
THE PAIRS FOUNDATION, INC.
and
PAIRS, LTD.

This Agreement and Plan of Merger is by and between PAIRS, LTD., a Virginia nonprofit corporation, and The PAIRS Foundation, Inc., a Florida nonprofit corporation, the two companies acting by their respective boards of directors and sometimes collectively referred to as the "constituent companies."

PAIRS, LTD. is a Virginia nonprofit corporation having been incorporated on 29 December 1983. The principal office address of the corporation in the State of Virginia is located at 3850 Gaskins Rd., Suite 120, Richmond, VA 23233; its resident agent in charge is Virginia Professional Services, LLC. whose address is located at 3850 Gaskins Rd., Suite 120, Richmond, VA 23233. PAIRS, LTD. is recognized by the IRS as tax-exempt under section 501(c)(3) of the Internal Revenue Code.

The PAIRS Foundation, Inc. is a Florida nonprofit corporation having been incorporated on 25 May 2000. The principal office address of the corporation in the State of Florida is located at 1675 Market Street, Suite 207, Weston, Florida 33326; its resident agent in charge is Seth D. Eisenberg, whose address is located at 19125 Stonebrook Street, Weston, Florida 33332. The PAIRS Foundation, Inc. is recognized by the IRS as tax-exempt under section 501(c)(3) of the Internal Revenue Code.

Section 13.1-894 of the Virginia nonprofit corporation laws and section 617.1105 of Florida Statutes confers upon PAIRS, LTD. and The PAIRS Foundation, Inc. the power to merge with each other.

The board of directors of PAIRS, LTD. and the board of directors of The PAIRS Foundation, Inc., deem it desirable and in the best interests of the companies that the companies merge. In consideration of the premises and mutual agreements, provisions and covenants contained, it is agreed by and between the parties that, in accordance with the provisions of the laws of Virginia and Florida, PAIRS, LTD. and The PAIRS Foundation, Inc. shall be, and they are, as of the merger date (as defined in paragraph 3 of Article I) merged into a single surviving corporation (sometimes called the "surviving corporation"), which shall be and is The PAIRS Foundation, Inc., one of the constituent companies, which shall continue its corporate existence and remain a Florida nonprofit corporation governed by the laws of that state, all on the terms and conditions set forth.

Article I
Merger

1. This Agreement and Plan of Merger (sometimes called the "agreement"), shall be submitted for adoption and approval by the board of directors of PAIRS, LTD. and the board of directors of The PAIRS Foundation, Inc. at separate meetings, each of which shall be held in accordance, respectively, with the laws of the State of Virginia and the State of Florida.
2. Upon the adoption and approval of this agreement by the respective board of directors of the constituent companies, the facts shall be certified on this agreement and this agreement shall be signed, acknowledged, filed and recorded in the manner required by Virginia and Florida law.
3. The merger of PAIRS, LTD. into The PAIRS Foundation, Inc. shall become effective June 24, 2011, pursuant to the Virginia laws, in the office of the Corporation Commission of the State of Virginia and upon the date of filing in the office of the State of the Florida Division of Corporations pursuant to Florida laws. The date on which the taking of actions in paragraph is completed is referred to in this agreement as the "merger date."

Article II
Name and Continued Corporate Existence of Surviving Corporation

The corporate name of THE PAIRS FOUNDATION, INC., the constituent company whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity, existence, purposes, powers, objects, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, rights and immunities of PAIRS, LTD. shall be wholly merged into The PAIRS Foundation, Inc. Accordingly, on the merger date the separate existence of PAIRS, LTD., except insofar as continued by statute, shall cease.

Article III
Governing Law
Certificate of Incorporation

The laws of the State of Florida shall govern the surviving corporation. From and after the merger date, the certificate of incorporation of The PAIRS Foundation, Inc., attached as Appendix A and incorporated with the same force and effect as if here set out in full, shall be and become the certificate of incorporation of the surviving corporation. In addition to the powers conferred upon it by law, the surviving corporation shall have the powers set forth in

certificate of incorporation included as Appendix A and be governed by those provisions. From and after the merger date, and until further amended as provided by law, the certificate of incorporation included as Appendix A may be certified, separate and apart from this agreement, as the certificate of incorporation of the surviving corporation.

Article IV

Bylaws of the Surviving Corporation

From and after the merger date, the bylaws of The PAIRS Foundation, Inc. as in force immediately prior to the merger date shall be and become the bylaws of the surviving corporation until they shall be altered, amended or repealed, or until new bylaws shall be adopted, in accordance with the provisions of law, the bylaws, and the certificate of incorporation of the surviving corporation.

Article V

Directors and Officers

1. From and after the merger date, the directors and officers of PAIRS, LTD. immediately prior to the merger date shall be and become the directors and officers of the surviving corporation until their successors have been duly elected and shall have qualified.
2. The first annual meeting of the directors of the surviving corporation after the merger date shall be the next annual meeting following the merger date as provided by the bylaws of the surviving corporation.
3. If on or after the merger date a vacancy shall for any reason exist in the board of directors of the surviving corporation, or in any of the offices, the vacancy shall be filled in the manner provided in the certificate of incorporation of the surviving corporation or in its bylaws.

Article VI

Assets and Liabilities

On the merger date, all property, real, personal and mixed, and all debts due to either of the constituent companies on whatever account, as all other choses in action, and all and every other interest of or belonging to either of the constituent companies shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and all property and every other interest shall be as effectually the property of the surviving corporation as it was of the respective constituent companies, and the title to any real estate or other interest, whether vested by deed or otherwise, in either of the constituent

companies shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the constituent companies shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective constituent companies shall attach to the surviving corporation, and may be enforced against it to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it. Any action or proceeding pending by or against either of the constituent companies may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be submitted in place of either of the constituent companies. The parties respectively agree that from time to time, when requested by the surviving corporation or by its successors or assigns, they will execute and deliver or cause to be executed and delivered all deeds and instruments, and will take or cause to be taken all further or other action, as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation or its successors or assigns title to and possession of all the property and rights and otherwise carry out the intent and purposes of this agreement.

It is understood and agreed by the constituent companies that the assets of PAIRS, LTD. transferred to the surviving corporation, including without limitation the PAIRS, LTD. name and registered services mark, copyrights, trademarks, and all intellectual properties, earnings, appreciation, dividends and interest on such assets, shall be allocated to, and used for, the continuation of the programs and activities of The PAIRS Foundation, Inc.

Article VII

Resident Agent

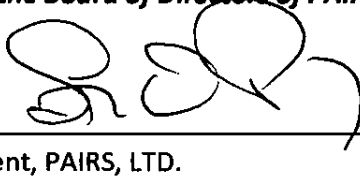
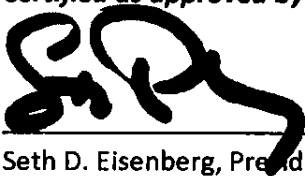
The respective names of the county and the city within the county in which the principal office of the surviving corporation is to be located in the State of Florida, the street and number of the principal office, address, and the name of the registered agent, will, as of the merger date, be the same as that of The PAIRS Foundation, Inc. immediately prior to the merger date.

Article VIII

Right to Amend Certificate of Incorporation

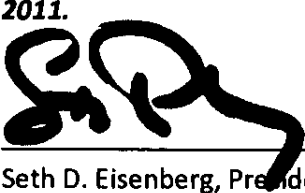
The surviving corporation reserves the right to amend, alter, change or repeal its certificate of incorporation in the manner now or later prescribed by statute or otherwise authorized by law; and all rights and powers conferred in the certificate of incorporation on members, directors and officers of the surviving corporation, or any other person, are subject to this reserved power.

Certified as approved by the Board of Directors of PAIRS, LTD. on June 24, 2011.



Seth D. Eisenberg, President, PAIRS, LTD.

Certified as approved by the Board of Directors of The PAIRS Foundation, Inc. on June 24, 2011.



Seth D. Eisenberg, President, The PAIRS Foundation, Inc.