

# NO1135

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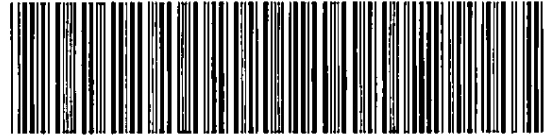
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2019 JUL 31 AM 11:45

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NO 1135

TL

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3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

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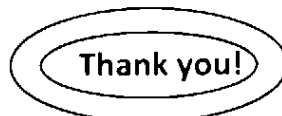
Name:	THE DR. M. LEE PEARCE FOUNDATION, INC.
Document #:	
Order #:	12007927

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Amount: \$ 78.75



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Dr. M. L. Pearce 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:

Paul A. Svoboda

\_\_\_\_\_  
(Contact Person)

Sidley Austin LLP

\_\_\_\_\_  
(Firm/Company)

One S. Dearborn Street

\_\_\_\_\_  
(Address)

Chicago, IL 60603

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Paul A. Svoboda

\_\_\_\_\_  
(Name of Contact Person)

At ( 312 ) 853-4106  
\_\_\_\_\_  
(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 **FILED**

(Not for Profit Corporations)

2013 JUL 31 A D 42  
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)
The Dr. M. L. Pearce Foundation, Inc.	Delaware	7519225

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Dr. M. Lee Pearce Foundation, Inc.	Florida	N01735

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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).

**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.

(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 July 30, 2019.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
9 FOR 0 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 \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ 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 July 30, 2019. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 9 FOR 0 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 \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

The Dr. M. L. Pearce Foundation, Inc.

Charles W. Douglas

Charles Douglas, Chairman and President

The Dr. M. Lee Pearce Foundation, Inc.

Richard Inglis

Richard Inglis, Secretary and Treasurer

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**PLAN AND AGREEMENT OF MERGER**  
**BETWEEN**  
**THE DR. M. LEE PEARCE FOUNDATION, INC.**  
**(an Florida not-for-profit corporation)**  
**AND**  
**THE DR. M. L. PEARCE FOUNDATION, INC.**  
**(a Delaware nonstock, nonprofit corporation)**

This Plan and Agreement of Merger, made and entered into this 30<sup>th</sup> day of July, 2019, by and between The Dr. M. Lee Pearce Foundation, Inc. a Florida not-for-profit corporation (the "Non-Surviving Corporation"), and The Dr. M. L. Pearce Foundation, Inc., a Delaware nonstock, nonprofit corporation (the "Surviving Corporation"), said corporations being hereinafter sometimes referred to jointly as the "constituent corporations".

**WITNESSETH:**

WHEREAS, the Non-Surviving Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed with the Florida Department of State on March 1, 1984; and

WHEREAS, the Surviving Corporation is a nonstock, nonprofit corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed with the Delaware Secretary of State on July 17, 2019; and

WHEREAS, in order to reincorporate the Non-Surviving Corporation in the State of Delaware, the Board of Directors and members of each of the constituent corporations deem it advisable that the Non-Surviving Corporation be merged into the Surviving Corporation on the terms and conditions hereinafter set forth,

NOW, THEREFORE, in consideration of the promises and of the agreements, covenants and conditions hereinafter set forth, the constituent corporations, by their respective officers, hereby each agree with the other as follows:

**ARTICLE I**

The constituent corporations will be merged into a single corporation by merging the Non-Surviving Corporation into the Surviving Corporation. The merger will be conducted in accordance with: (a) section 256 of the Delaware General Corporation Law; and (b) section 617.1107 of the Florida Not For Profit Corporations Act.

**ARTICLE II**

The merger will be effective as of the date the Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State.

### ARTICLE III

Neither the Non-Surviving Corporation nor the Surviving Corporation has any holders of any certificates evidencing capital contributions.

### ARTICLE IV

The Surviving Corporation will be governed under the Delaware General Corporation Law and in accordance with its Certificate of Incorporation. The merger will not effect any changes to such Certificate of Incorporation.

### ARTICLE V

Upon the merger's becoming effective: (1) the constituent corporations will be a single corporation; (2) the separate existence of the Non-Surviving Corporation will cease; (3) the Surviving Corporation will thereupon possess all the rights, privileges, powers, immunities and franchises of each of the constituent corporations, and all property, real, personal and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to each of the constituent corporations will be deemed to be transferred to and vested in the Surviving Corporation, without further act or deed, and the title to any real estate, or any interest therein, vested in any of the constituent corporations will not revert to or be in any way impaired by reason of the merger but will vest in the Surviving Corporation; (4) the Surviving Corporation will thenceforth be responsible and liable for all of the liabilities and 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 by the Surviving Corporation as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the constituent corporations, and neither the rights of creditors nor any liens on the property of any of the constituent corporations will be impaired by the merger.

### ARTICLE VI

The Surviving Corporation agrees that: (1) it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the Non-Surviving Corporation or the Surviving Corporation; and (2) the Florida Department of State is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding.

If the Surviving Corporation will conduct affairs in the State of Florida, it will file an application for authority to conduct affairs with the Florida Department of State in accordance with the Florida Not for Profit Corporations Act.

### ARTICLE VII

If at any time the Surviving Corporation will consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of any of the constituent corporations, the proper officers and directors of the constituent corporations will execute and deliver all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest



such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

#### ARTICLE VIII

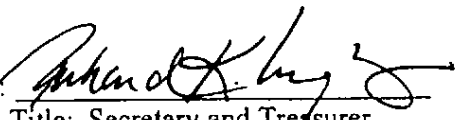
This Plan and Agreement of Merger will be deemed to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the directors and members of each of the constituent corporations in accordance with each such corporation's respective governing instruments, and upon the execution, filing and recording of such documents and the doing of such acts as required to accomplish the merger under the provisions of the Delaware General Corporation Law and the Florida Not For Profit Corporations Act.

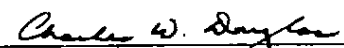
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IN WITNESS WHEREOF, each of the constituent corporations has caused this Plan and Agreement of Merger to be signed by a duly authorized officer as of the day and year first above written.

THE DR. M. LEE PEARCE FOUNDATION,  
INC.  
a Florida not-for-profit corporation

THE DR. M. L. PEARCE FOUNDATION,  
INC.  
a Delaware nonstock, nonprofit corporation

By:   
Title: Secretary and Treasurer

By:   
Title: Chairman and President