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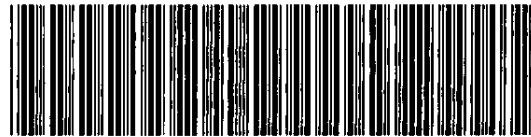
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 16 AM 9:49

Merger
@ 12/19/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HENRIETTA COUNTESS DE HOERNLE 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:

KRISTIN M. SMYKLO

(Contact Person)

CHAPIN, BALLERANO & CHESLACK

(Firm/Company)

1201 GEORGE BUSH BLVD

(Address)

DELRAY BEACH, FL 33483

(City/State and Zip Code)

For further information concerning this matter, please call:

KRISTIN M. SMYKLO

(Name of Contact Person)

At (561) 272-1225

(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

(Not for Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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).

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SECRETARY OF CORPORATIONS
DIVISION
11 DEC 16 AM 9:49

(Attach additional sheets if necessary)

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

HENRIETTA COUNTESS ~~DE~~ HOERNLE FOUNDATION, INC.

FLORIDA

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

THE COUNT AND COUNTESS ~~DE~~ HOERNLE FOUNDATION, INC.

FLORIDA

HENRIETTA COUNTESS ~~DE~~ HOERNLE FOUNDATION, INC.

FLORIDA

The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the Absorbed Non-Profit Corporation shall cease. The Surviving Non-Profit Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Non-Profit Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Non-Profit Corporation shall be impaired by the merger.

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

The articles of incorporation of the Surviving Non-Profit Corporation shall continue to be its articles of incorporation following the effective date of the merger.

Other provisions relating to the merger are as follows:

The bylaws of the Surviving Non-Profit Corporation shall continue to be its bylaws following the effective date of the merger.

The directors and officers of the Surviving Non-Profit Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Non-Profit Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

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 _____. The number of directors in office was TWO. The vote for the plan was as follows: TWO FOR ZERO 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 _____. The number of directors in office was TWO. The vote for the plan was as follows: TWO FOR ZERO 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

HENRIETTA COUNTESS DE HOERNLE FOUNDATION, INC.

Henrietta Countess de Hoernle

HENRIETTA COUNTESS DE HOERNLE, PRESIDENT

THE COUNT AND COUNTESS DE HOERNLE FOUNDATION, INC.

Henrietta Countess de Hoernle

HENRIETTA COUNTESS DE HOERNLE, PRESIDENT
