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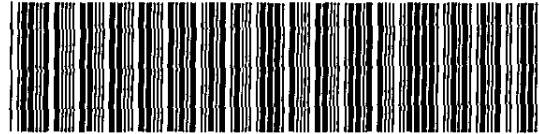
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mrgu
[Signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 105390 5148343

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2004

ORDER TIME : 10:35 AM

ORDER NO. : 105390-005

CUSTOMER NO: 5148343

CUSTOMER: Konnie Smith
Adler Management, L.l.c.
10350 Bren Road West

Minnetonka, MN 55343

ARTICLES OF MERGER

GERALD RAUENHORST FAMILY
FOUNDATION

INTO

GERALD AND HENRIETTA
RAUENHORST FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

**Articles of Merger
of Gerald Rauenhorst Family Foundation, a South Dakota Nonprofit Corporation, into
Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida Nonprofit Corporation**

Pursuant to the provisions of South Dakota Codified Laws, section 47-25-10, and Florida Statutes, section 617.1105, the undersigned officers of Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation (the "South Dakota Foundation") and Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation") hereby certify that:

1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which the South Dakota Foundation will be merged with and into the Florida Foundation.
2. The Plan of Merger was duly adopted and approved by a majority of the members of the Board of Directors of the South Dakota Foundation at a meeting of the Board of Directors of the South Dakota Foundation on December 20, 2004 and has been acknowledged in accordance with the provisions of South Dakota Codified Laws, section 47-25-8.
3. The Plan of Merger was duly adopted and approved by unanimous written consent of the Board of Directors of the Florida Foundation as of December 22, 2004 in accordance with the provisions of Florida Statutes, section 617.1103 and 617.0821. The Board of Directors of the Florida Foundation has five members.
4. Neither the South Dakota Foundation nor the Florida Foundation have members with voting rights.
5. The merger shall be effective as of December 30, 2004.

Dated: December 23, 2004

GERALD RAUENHORST FAMILY FOUNDATION

By Gerald Rauenhorst
Gerald Rauenhorst, President

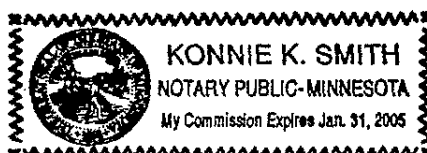
STATE OF MINNESOTA
COUNTY OF HENNEPIN

I, KONNIE K. SMITH, a notary public, do hereby certify that on this 23rd day of December, 2004, personally appeared before me Gerald Rauenhorst, who, being first duly sworn, declared that he is the President of Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation, that he signed the foregoing document as officer of the corporation, and the statements therein contained are true.

Jan. 31, 2005
My Commission Expires

Konnie K. Smith
Notary Public

Notarial Seal



EFFECTIVE DATE
12/30/04
FILED
ON DEC 28 PM 4:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

GERALD AND HENRIETTA RAUENHORST
FOUNDATION, INC

By Gerald Rauenhurst
Gerald Rauenhurst, Chair

STATE OF MINNESOTA
COUNTY OF HENNEPIN

I, KONNIE K SMITH, a notary public, do hereby certify that on this 23rd day of December, 2004, personally appeared before me Gerald Rauenhurst, who, being first duly sworn, declared that he is the Chair of Gerald and Henrietta Rauenhurst Foundation, Inc., a Florida nonprofit corporation, that he signed the foregoing document as officer of the corporation, and the statements therein contained are true.

Jan. 31, 2005
My Commission Expires

Konnie K Smith
Notary Public

Notarial Seal



**Plan of Merger of
Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation,
into Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida nonprofit corporation**

1. Merging Corporations. The names of the corporations proposing to merge are Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation, (the "South Dakota Foundation") and Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation"). The South Dakota Foundation shall merge with and into the Florida Foundation.

2. Surviving Corporation. The name of the surviving corporation shall be Gerald and Henrietta Rauenhorst Foundation, Inc.

3. Terms and Conditions. The merger shall be subject to the following terms and conditions:

- a) This Plan of Merger may be terminated, and the merger abandoned, at any time when this Plan of Merger has been filed with neither the South Dakota Secretary of State nor the Florida Secretary of State, upon the affirmative vote of all directors present at a duly held meeting of, or by action duly taken in writing by, the Board of Directors of the South Dakota Foundation or of the Florida Foundation prior to such filing.
- b) The Boards of Directors of the South Dakota Foundation and the Florida Foundation may by written agreement amend or supplement the terms and conditions of this Plan of Merger at any time when this Plan of Merger has been filed with neither the South Dakota Secretary of State nor the Florida Secretary of State.
- c) The directors and officers of the Florida Foundation immediately prior to the effective time of this merger shall be the directors and officers of the surviving corporation, and each shall continue in office until such director's or officer's successor has been elected and has qualified.
- d) The surviving corporation shall have no members.

4. Procedure. This merger shall be effective December 30, 2004.

5. Charitable Purposes. From and after the effective time of this merger the assets of the surviving corporation shall be held and administered for the purposes set forth in the Articles of Incorporation of the surviving corporation, as amended from time to time.

6. Governing Law. The surviving corporation shall be governed by the law of the State of Florida.

7. Articles of Incorporation. The Articles of Incorporation of the Florida Foundation shall be the Articles of Incorporation of the surviving corporation without change.

**Plan of Merger of
Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation,
into Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida nonprofit corporation**

1. Merging Corporations. The names of the corporations proposing to merge are Gerald Rauenhorst Family Foundation, a South Dakota nonprofit corporation, (the "South Dakota Foundation") and Gerald and Henrietta Rauenhorst Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation"). The South Dakota Foundation shall merge with and into the Florida Foundation.

2. Surviving Corporation. The name of the surviving corporation shall be Gerald and Henrietta Rauenhorst Foundation, Inc.

3. Terms and Conditions. The merger shall be subject to the following terms and conditions:

- a) This Plan of Merger may be terminated, and the merger abandoned, at any time when this Plan of Merger has been filed with neither the South Dakota Secretary of State nor the Florida Secretary of State, upon the affirmative vote of all directors present at a duly held meeting of, or by action duly taken in writing by, the Board of Directors of the South Dakota Foundation or of the Florida Foundation prior to such filing.
- b) The Boards of Directors of the South Dakota Foundation and the Florida Foundation may by written agreement amend or supplement the terms and conditions of this Plan of Merger at any time when this Plan of Merger has been filed with neither the South Dakota Secretary of State nor the Florida Secretary of State.
- c) The directors and officers of the Florida Foundation immediately prior to the effective time of this merger shall be the directors and officers of the surviving corporation, and each shall continue in office until such director's or officer's successor has been elected and has qualified.
- d) The surviving corporation shall have no members.

4. Procedure. This merger shall be effective December 30, 2004.

5. Charitable Purposes. From and after the effective time of this merger the assets of the surviving corporation shall be held and administered for the purposes set forth in the Articles of Incorporation of the surviving corporation, as amended from time to time.

6. Governing Law. The surviving corporation shall be governed by the law of the State of Florida.

7. Articles of Incorporation. The Articles of Incorporation of the Florida Foundation shall be the Articles of Incorporation of the surviving corporation without change.