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Shuffield Lowman & Wilson
DIVISION OF CORPORATIONS

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705-17-2018

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
MARK AND MARGERY PABST CHARITABLE**

Certificate of Status	0
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MAY 18 2018

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ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes:

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MARK AND MARGERY PABST CHARITABLE FOUNDATION FOR THE ARTS, INC.	Florida	N05000005622

SECOND: The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
STEINMETZ FAMILY FOUNDATION, INC.	Florida	N99000004944

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on:

- ☒ the date these Articles of Merger are filed with the Florida Department of State
OR
☐ _____
(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.

FIFTH: Adoption of Merger by surviving corporation.

- ☒ The Plan of Merger was adopted by the members of the surviving corporation on May 17, 2018. The number of votes cast for the merger was sufficient for approval. The vote for the plan was as follows: 100% FOR, and 0% AGAINST
OR
☐ The Plan of Merger was adopted by written consent of the members of the surviving corporation and executed in accordance with Section 617.0701, Florida Statutes.
OR
☐ 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 of the surviving corporation on _____, 2018.
The vote for the plan was as follows: _____ FOR, and _____ AGAINST

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SIXTH: Adoption of Merger by merging corporations.

- ☐ The Plan of Merger was adopted by the members of the merging corporation on _____
_____. The number of votes cast for the merger was sufficient for approval.
The vote for the plan was as follows: _____ FOR, and _____ AGAINST

OR

- ☐ The Plan of Merger was adopted by written consent of the members of the merging
corporation and executed in accordance with Section 617.0701, Florida Statutes.

OR



- ☒ 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 of the merging corporation on
May 17, 2018.

The vote for the plan was as follows: 100% FOR, and 0% AGAINST

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SEVENTH: Signatures for each corporation

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
MARK AND MARGERY PABST CHARITABLE FOUNDATION FOR THE ARTS, INC.		Margery Pabst Steinmetz <u>President</u>
STEINMETZ FAMILY FOUNDATION, INC.		Charles P. Steinmetz <u>President</u>

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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.

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MARK AND MARGERY PABST CHARITABLE FOUNDATION FOR THE ARTS, INC.	Florida	N05000005622

SECOND: The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
STEINMETZ FAMILY FOUNDATION, INC.	Florida	N99000004944

THIRD: The terms and conditions of the merger are as follows:

1. Each merging corporation shall be merged with and into the surviving corporation, and the separate existence of each merging corporation shall cease as of the effective date of this Plan of Merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of each merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of each merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

2. The name of the surviving corporation shall be changed to "PABST STEINMETZ FOUNDATION, INC." after the merger. Other than this change in name of the surviving corporation, the Articles of Incorporation of the surviving corporation, as amended to date, shall, after the merger, continue to be the Articles of Incorporation of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be affected by the merger hereunder.

3. The persons who shall serve as the directors and officers of the surviving corporation immediately upon filing of the merger hereunder, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving corporation and the laws of the State of Florida, are as follows:

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<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Director, President, Secretary	Margery	Pabst	Steinmetz
	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
	321 West Reading Way (Street Address)			
		Winter Park	FL	32789
		(City)	(State)	(Zip) (Country)

<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Director, VP, Treasurer	William		Tallent
	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
	2600 Lake Lucien Drive #207 (Street Address)			
		Maitland	FL	32751
		(City)	(State)	(Zip) (Country)

<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Director	William	R.	Lowman Jr.
	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
	1000 Legion Place, Suite 1700 (Street Address)			
		Winter Park	FL	32789
		(City)	(State)	(Zip) (Country)

<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Director	Hiram	C.	Powell
	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
	1661 Paradise Lane (Street Address)			
		Daytona Beach	FL	32119
		(City)	(State)	(Zip) (Country)

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Director	James	L.	Brooks
	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
	7382 Key Deer Court (Street Address)			
		Ft. Myers	FL	33966
		(City)	(State)	(Zip) (Country)

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<input type="checkbox"/>	Add	Director	Susan		League	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input checked="" type="checkbox"/>	Remove		700 Melrose Avenue			
			(Street Address)			
			Winter Park	FL	32789	
			(City)	(State)	(Zip)	(Country)

<input type="checkbox"/>	Add	Director	Laura	L.	Pooser	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input checked="" type="checkbox"/>	Remove		940 Appleton Avenue			
			(Street Address)			
			Orlando	FL	32806	
			(City)	(State)	(Zip)	(Country)

<input checked="" type="checkbox"/>	Add	Director	Charles	P.	Steinmetz	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input type="checkbox"/>	Remove		321 West Reading Way			
			(Street Address)			
			Winter Park	FL	32789	
			(City)	(State)	(Zip)	(Country)

<input checked="" type="checkbox"/>	Add	Director	Steven	A.	Shames	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input type="checkbox"/>	Remove		500 West End Avenue, Apt. 10B			
			(Street Address)			
			New York	NY	10024	
			(City)	(State)	(Zip)	(Country)

<input checked="" type="checkbox"/>	Add	Director	Trevor		Cutsinger	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input type="checkbox"/>	Remove		5 Huckleberry Court			
			(Street Address)			
			Aiken	SC	29803	
			(City)	(State)	(Zip)	(Country)

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<input checked="" type="checkbox"/>	Add	Director	Linda		Pfister
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
<input type="checkbox"/>	Remove		5373 Majestic Oak Circle		
			(Street Address)		
			St. Cloud	FL	34771
			(City)	(State)	(Zip) (Country)

4. Other provisions relating to the merger, if any. None