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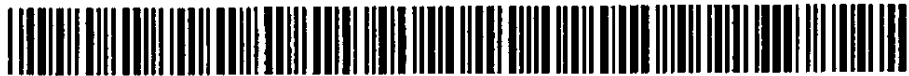
N07000000673

Florida Department of State
Division of Corporations
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Division of Corporations
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TALLAHASSEE, FLORIDA

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Cindy H...

MERGER OR SHARE EXCHANGE

100 TIMES FOUNDATION CORPORATION

Certificate of Status	0
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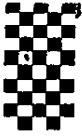
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Merger



May 4, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

100 TIMES FOUNDATION CORPORATION
534 PONTE VEDRA BLVD
PONTE VEDRA BCH, FL 32082

SUBJECT: 100 TIMES FOUNDATION CORPORATION
REF: N07000000673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
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RESUBMIT
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May 3, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

100 TIMES FOUNDATION CORPORATION

534 PONTE VEDRA BLVD

PONTE VEDRA BCH, FL 32082

SUBJECT: 100 TIMES FOUNDATION CORPORATION

REF: N07000000673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Please submit your
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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

(Not for Profit Corporations)

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>100 Times Foundation Corporation</u>	<u>Florida</u>	<u>N07000000673</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>100 Times Foundation</u>	<u>Ohio</u>	<u>Registration No - 1023604</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 / / (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)

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 TALLAHASSEE, FLORIDA

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 March 30, 2007. The number of directors in office was 3. The vote for the plan was as follows: 3 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 March 30, 2007. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
100 Times Foundation Corporation		Keith Lindner, President
100 Times Foundation		Keith Lindner, 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

100 Times Foundation Corporation

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

100 Times Foundation

Ohio

The terms and conditions of the merger are as follows:

See Exhibit A.

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

None.

Other provisions relating to the merger are as follows:

None.

**PLAN OF MERGER BETWEEN
100 TIMES FOUNDATION,
AN OHIO NON-PROFIT CORPORATION
AND
100 TIMES FOUNDATION CORPORATION,
A FLORIDA NON-PROFIT CORPORATION**

THIS PLAN OF MERGER is made and entered into this 30th day of March, 2007 between 100 TIMES FOUNDATION, an Ohio non-profit corporation, and 100 TIMES FOUNDATION CORPORATION, a Florida non-profit corporation.

W I T N E S S E T H :

WHEREAS, 100 Times Foundation is an Ohio non-profit corporation organized and existing for charitable purposes under the laws of the State of Ohio, having been incorporated on August 14, 1998 (sometimes referred to herein as the "Foundation"); and

WHEREAS, 100 Times Foundation Corporation is a Florida non-profit corporation organized and existing for charitable purposes under the laws of the State of Florida, having been incorporated on January 19, 2007 (sometimes referred to herein as the "Corporation"); and

WHEREAS, the Foundation and the Corporation desire to have the Foundation merge into the Corporation and have the Corporation be the surviving corporation pursuant to this Plan of Merger (the "Plan"); and

WHEREAS, the Board of Trustees of the Foundation and the Board of Directors of the Corporation, respectively, deem it desirable and in the best interest of the corporations and their members that the Foundation be merged into the Corporation, and the corporations, respectively, desire that they so merge under and pursuant to the laws of the States of Ohio and Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

Section 1. Merger. 100 Times Foundation shall be merged with and into 100 Times Foundation Corporation (hereinafter sometimes referred to as the "Surviving Corporation") and the Surviving Corporation does hereby merge the Foundation with and into itself. The merger shall become effective the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). On and after the Effective Date:

a. 100 Times Foundation Corporation shall be the Surviving Corporation and shall continue to exist as a domestic Florida non-profit corporation under the laws of the State of Florida, with all of the rights and obligations of such a domestic Florida non-profit corporation as provided by the Florida Not For Profit Corporation Act.

b. 100 Times Foundation's properties and liabilities shall become the properties and liabilities of 100 Times Foundation Corporation as the Surviving Corporation.

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Section 2. Articles of Incorporation; Bylaws. The Articles of Incorporation of 100 Times Foundation Corporation, as set forth in Exhibit A hereto, shall be the Articles of Incorporation of the Surviving Corporation as of the Effective Date. The Bylaws of 100 Times Foundation Corporation, as set forth in Exhibit B hereto, shall be the Bylaws of the Surviving Corporation as of the Effective Date.

Section 3. Members. Upon the Effective Date, those persons serving as members of the Foundation, consisting solely of those individuals comprising the Foundation's Board of Trustees, shall serve as members of the Corporation and shall serve as the Corporation's initial Board of Directors.

Section 4. Purpose of Surviving Corporation. The purposes of the Surviving Corporation shall continue to be those set out in its Articles of Incorporation and Bylaws.

Section 5. Initial Directors and Officers. The names and addresses of the initial Directors and Officers of the Surviving Corporation, and their terms of office, are set forth in Exhibit C hereto, which is incorporated herein by reference.

Section 6. Principal Office of Surviving Corporation. As of the Effective Date, the principal office of the Surviving Corporation in the State of Florida shall be located at: 534 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

Section 7. Tax Qualification. The parties intend that the Surviving Corporation be tax exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and its successors, and the Directors of the Surviving Corporation are empowered and authorized to make such amendments to the Articles and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status.

Section 8. Property Rights. No member of the Surviving Corporation shall have any rights or claims to the property of the Surviving Corporation by virtue of such membership.

Section 9. Authorization. Those persons authorized to execute Articles of Merger by resolutions of the respective corporations shall do so to the extent such documents are not inconsistent with the provisions of this Plan.

Section 10. Abandonment of Plan. Notwithstanding any of the provisions of this Plan, the Trustees of the Foundation and/or the Directors of the Corporation, respectively, at any time prior to the Effective Date, and for any reason they may deem sufficient and proper, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan shall hereby be cancelled and become null and void.

Signature Page Immediately Follows.


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IN WITNESS WHEREOF, 100 TIMES FOUNDATION and 100 TIMES FOUNDATION CORPORATION have caused this Plan to be signed in their corporate names by their respective authorized officers all as of the day and year first above written.

100 TIMES FOUNDATION

By: 
Keith Lindner, President

100 TIMES FOUNDATION
CORPORATION

By: 
Keith Lindner, President

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EXHIBIT A

ARTICLES OF INCORPORATION

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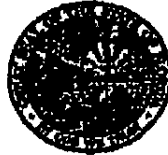
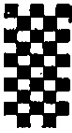
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Florida Dept of State
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January 22, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

100 TIMES FOUNDATION CORPORATION
534 PONTE VEDRA BLVD
PONTE VEDRA BCH, FL 32082

The Articles of Incorporation for 100 TIMES FOUNDATION CORPORATION were filed on January 19, 2007, and assigned document number N07000000679. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H07000016844.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4 or by going to their website at www.irs.ustreas.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Dale White
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 607A00004870

P.O BOX 6327--Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

100 Times Foundation Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

534 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Exhibit A.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Method of election shall be stated in Bylaws of Corporation

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Rays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

John E. Christopher, Esq.
1900 Chavon Center, 255 East Fifth Street, Suite 1900
Cincinnati, Ohio 45202

Having been named as registered agent to accept service of process for the above stated corporation at the place designated
in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Heather Chapman as its agent
Signature/Registered Agent

1/19/07
Date

John E. Christopher
Signature/Incorporator

1/19/07
Date

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**100 TIMES FOUNDATION CORPORATION
ARTICLES OF INCORPORATION**

Exhibit A

THIRD. The purposes for which this Corporation is formed are extended financial and other aid or assistance to corporations, trusts, community chests, funds and foundations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended (the "Code"), and which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no substantial part of the activities of which is the carrying on of propaganda or otherwise attempting to influence legislation and no part of the earnings of which inure to the benefit of a private shareholder or individual; and to do all things necessary or incidental to these purposes.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

EIGHTH. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the state court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to

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such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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EXHIBIT B

BYLAWS

**BYLAWS
OF
100 TIMES FOUNDATION CORPORATION**

ARTICLE I

Directors

Section 1. **General Powers.** The business, power and authority of this corporation shall be exercised, conducted and controlled by the Directors.

Section 2. **Number.** The first regular and each subsequent Board of Directors shall consist of not less than three (3) nor more than nine (9) voting members. At each Annual Meeting of the Directors, the Directors then serving shall determine the number of and shall elect the Directors who shall thereafter constitute the Board of Directors.

Section 3. **Term.** Each Director shall hold office until the date fixed by the Bylaws for the Annual Meeting of the Directors and until his successor is elected and qualified, or until his early resignation, death or removal from office. The Initial Directors named in attached Exhibit A shall hold office until the time fixed for the first Annual Meeting of Directors and until the successors of such Directors are elected and qualified.

Section 4. **Compensation.** The Directors shall not be entitled to any compensation for their services.

Section 5. **Vacancies.** A vacancy on the Board of Directors, from whatever cause, may be filled for the unexpired portion of the term in the manner provided in these Bylaws for the regular or appointment of Directors.

Section 6. **Resignation.** Any Director may resign as such at any time by giving written notice to the corporation.

Section 7. **Removal.** Any Director may be removed either with or without cause at any time by the vote of a majority of the Directors then in office.

ARTICLE II

Directors Meetings

Section 1. **Annual Meeting.** The Board of Directors shall hold an Annual Meeting each year during the month of December at such time and place as the Board of Directors shall determine for the purpose of electing officers and transacting any other business.

Section 2. **Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates and at such places as the Board of Directors may determine.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time upon call by any two Directors.

Section 4. Notice of Meetings. Notice of the time and place of each Annual Meeting of the Board of Directors shall be given to each Director either by telephone, facsimile or mail at least forty-eight (48) hours before the meeting.

Section 5. Voting. No quorum shall be required. All acts, questions and business shall be determined by a majority of votes cast by the Directors present at such meeting.

Section 6. Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed.

Section 7. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the corporation.

ARTICLE III

Officers

Section 1. Election of Officers. At the regular Annual Meeting of the Board of Directors, the Directors shall elect a President, a Treasurer and a Secretary. In addition, the Directors may from time to time elect or appoint such other officers and agents as may be desirable, and may define their duties. All officers shall serve at the pleasure of and shall be subject to removal at any time with or without cause by the Board of Directors. Unless sooner removed, all officers shall hold office until the next annual election and until their successors shall be elected and qualified. The same person may not hold more than one office.

Section 2. President. The President shall preside at all meetings of the Board of Directors and, subject to the approval of the Board of Directors, shall have the general management of the affairs of the corporation, shall have all the powers and perform all the duties usually incident to the office of President, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

Section 3. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and all other notices required by law or by these Bylaws. He shall record all the proceedings of the meetings of the Board of Directors in a book or books to be kept for that purpose. He shall perform such as shall be assigned to him by the Board of Directors or by the President.

Section 4. Treasurer. The Treasurer shall have general supervision of the books of account of the corporation and shall receive and have in charge all monies and securities belonging to this corporation and shall disburse or otherwise deal with the same as shall be ordered by the Board of Directors or by the President.

Section 5. Compensation. The officers shall not be entitled to any compensation for their services.

Section 6. Qualification. Except that the President shall be one of the Directors, there are no special qualifications unless provided for in these Bylaws or amendment thereto.

Section 7. Vacancies. A vacancy in any office, from whatever cause, may be filled for the unexpired portion of the term on the manner provided in these Bylaws for the regular election or appointment to such office.

Section 8. Resignation. Any officer may resign as such at any time by giving written notice to the corporation.

Section 9. Removal. Any officer may be removed either with or without cause at any time by a vote of a majority of the Directors in office. The President may at any time remove from office any subordinate officer or agent not appointed by the Board of Directors.

ARTICLE IV

Distribution Committee

A Distribution Committee shall consist of the Directors who shall review and approve all requests for contributions, grants and distributions. The Distribution Committee shall authorize and advise the Treasurer on any distributions to be made.

ARTICLE V

Tax Status

Notwithstanding any provision to the contrary contained in these Bylaws, the Directors shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code, shall not fail to make distributions in such manner as to subject the corporation to the tax imposed by Section 4942 of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investment in such manner as to subject the corporation to the tax imposed by Section 4944 of the Code, shall not make any taxable expenditure as defined in Section 4945(d) of the Code, and shall not allow or take any other action or course of action by or on behalf of the corporation that would tend adversely to affect its status or to cause penalties against it under the Code. All references to Sections of the "Internal Revenue Code" or "Code" shall be considered references to the Internal Revenue Code of 1986, as amended, to the corresponding provisions or any similar law subsequently enacted, and to all regulations issued under these Sections and provisions.

ARTICLE VI

Indemnification of Directors and Officers

The corporation shall indemnify each person, and the heirs, legal representatives, executors, and administrators of such person, who is or was a Director or officer of this corporation, or of any

other corporation if serving as such at the request of this corporation because of this corporation's interest as a shareholder or creditor of such other corporation, against all costs and expenses reasonably incurred by him or imposed upon him in connection with or arising out of any claim, action, suit, proceeding, or investigation, civil, criminal, or administrative, of whatever nature, to which he is made or threatened to be made a party or in which he is necessarily involved, by reason of his being or having been a Director or officer of this corporation or such other corporation (whether or not he continues to be a Director or officer at the time of incurring such expenses), or in connection with any negotiation or settlement thereof or appeal therein, except in relation to matters as to which he shall be finally adjudged liable for negligence or guilty of misconduct in the performance of his duties as such Director or officer, and provided that indemnification shall be made only if such Director or officer is determined in the manner hereinafter provided to have been acting in good faith in what he reasonably believed to be the best interests of the corporation and, in any matter the subject of a criminal action, suit, or proceeding, had no reasonable cause to believe that his conduct was unlawful.

There shall be included in such indemnification, together with all other costs and expenses, attorneys' fees and disbursements, judgments (other than amounts paid or required to be paid to the corporation itself), fines, and penalties and amounts paid in settlement (other than amounts paid or agreed to be paid to the corporation itself), provided that, in the case of amounts paid in settlement, the amount thereof shall have been approved by a judicial or administrative adjudication or by the disinterested Directors or independent counsel, as hereinafter provided.

ARTICLE VII

Amendments

Amendment of Bylaws. The Directors at a meeting, by the affirmative vote of a majority of the Directors then in office may amend, alter, add to, repeal, or replace these Bylaws.

EXHIBIT 1 TO BYLAWS**INITIAL OFFICERS AND DIRECTORS**

Initial Post-Merger Directors		
	Name	Term Ends
1	Keith E. Lindner	2010
2	Courtney O'Neil Lindner	2010
3	Brendon Hansford	2010

Officers	
Office	Name
President	Keith E. Lindner
Secretary	Courtney O'Neil Lindner
Treasurer	Brendon Hansford