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MERGER OR SHARE EXCHANGE

Forster Family Foundation, Inc.

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May 5, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FORSTER FAMILY FOUNDATION, INC.

PO BOX 1519 N

PONTE VEDRA BEACH, FL 32004

SUBJECT: FORSTER FAMILY FOUNDATION, INC.

REF: N08000004167

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 only gives the date of adoption of the merger by the directors of the surviving corporation. If there are no members or members entitled to vote, please add that statement to the merger - or, if members did vote, please add that statement.

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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Susan Payne
Senior Section Administrator

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ARTICLES AND PLAN OF MERGER*by and between***FORSTER FAMILY FOUNDATION, INC. AND FORSTER FAMILY FOUNDATION***with***FORSTER FAMILY FOUNDATION, INC. AS THE SURVIVING CORPORATION**

THESE ARTICLES AND PLAN OF MERGER (this "Agreement") are made and entered into this 1st day of May, 2008 by and between **FORSTER FAMILY FOUNDATION, INC.**, a Florida not-for-profit corporation, and **FORSTER FAMILY FOUNDATION**, an Ohio not-for-profit corporation. Forster Family Foundation, Inc. and Forster Family Foundation are sometimes collectively referred to herein as the "Constituent Corporations" and individually as a "Constituent Corporation." Forster Family Foundation, Inc. may also be referred to as the "Surviving Corporation," and Forster Family Foundation may be referred to as the "Disappearing Corporation."

WITNESSETH:

WHEREAS, the Board of Directors of Forster Family Foundation, Inc. and the Board of Trustees and members of Forster Family Foundation deem it advisable that the Disappearing Corporation be merged with and into the Surviving Corporation, as authorized by the laws of the States of Florida and Ohio, all pursuant to the terms and conditions set forth in this Agreement (the "Merger").

NOW, THEREFORE, the parties have agreed to merge the Disappearing Corporation into the Surviving Corporation, pursuant to the laws of the States of Florida and Ohio, and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

ARTICLE I**Constituent Corporations**

The Constituent Corporations are:

(a) **FORSTER FAMILY FOUNDATION, INC.**, a not-for-profit corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation that were filed with the Florida Secretary of State effective as of April 25, 2008, which shall be the Surviving Corporation.

(b) **FORSTER FAMILY FOUNDATION**, a not-for-profit corporation duly organized and validly existing under the laws of the State of Ohio, by its Articles of Incorporation that were filed with the Ohio Secretary of State on August 29, 1996, which shall be the Disappearing Corporation.

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ARTICLE II**Merger**

As of May 7, 2008 (the "Effective Date"), the Disappearing Corporation shall be merged with and into Forster Family Foundation, Inc. The Merger shall be effective and the separate existence of the Disappearing Corporation shall cease (except as continued by statute) as of the Effective Date. Forster Family Foundation, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE III**Articles of Incorporation and Bylaws**

The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date of the Merger, shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the Merger.

ARTICLE IV**Terms and Conditions**

Additional terms and conditions of the Merger are as follows:

- (a) The names and addresses of the initial directors of the Surviving Corporation are:

Name:	Address:
1. Peter H. Forster	891 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082
2. Susan E. Forster	891 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082
3. Edward Ciszek	12812 Huntmaster Lane Richmond, Virginia 23233

(b) Peter H. Forster shall serve as President and Secretary and Susan E. Forster shall serve as Treasurer of the Surviving Corporation until their successors have been duly elected or until their earlier death, resignation or removal.

(c) The principal office of the Surviving Corporation shall be 891 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

(d) The name and address of the registered agent of the Surviving Corporation shall be: Peter H. Forster, 891 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

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ARTICLE V
Effect of Merger

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Corporation (except insofar as it may be continued by statute) shall cease, and (b) the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporation and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Corporation attach to and shall be assumed by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VI
Date of Authorization of Merger

This Agreement was adopted by unanimous consent of the Board of Directors of the Surviving Corporation on May 1, 2008 and by the unanimous consent of the Board of Trustees and the members of the Disappearing Corporation on May 1, 2008. The Surviving Corporation has no members.

ARTICLE VII
Compliance With Legal Requirements

All provisions of the laws of the State of Florida and the State of Ohio applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Florida Secretary of State and the filing and recording of the Certificate of Merger required by Section 1702.43 of the Ohio Revised Code, with the Ohio Secretary of State.

Pursuant to Section 1702.45 of the Ohio Revised Code, the Surviving Corporation agrees that it may be served with process in the State of Ohio in any proceeding for enforcement of any obligation of the Disappearing Corporation and irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against the Disappearing Corporation.

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IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed on their behalf by the President of the Disappearing Corporation and Surviving Corporation, adopted this 1 day of May, 2008, effective as of the 7 day of May, 2008.

FORSTER FAMILY FOUNDATION,
an Ohio not-for-profit corporation

FORSTER FAMILY FOUNDATION, INC.,
a Florida not-for-profit corporation

By: Peter H Forster
Peter H. Forster, President

By: Peter H Forster
Peter H. Forster, President

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