

From: The Payne Law Group

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Division of Corporations

Page 1 of 1

**N09000005426**

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**MERGER OR SHARE EXCHANGE**

**David Altman Foundation, Inc.**

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**C. COULLETTE**

SEP 21 2009

# **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)
David Altman Foundation, Inc.	Florida	N09000005426

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
David Altman Foundation	Illinois	36570652

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**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).

Prepared by: L. Howard Payne, Esq.  
The Payne Law Group, P.A.  
240 South Pineapple Ave., Suite 401  
Sarasota, FL 34236  
Telephone: (941) 487-2800  
Atty. Bar #061952

*(Attach additional sheets if necessary)*

**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 August 17, 2009. The number of directors in office was 4. The vote for the plan was as follows: 4 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

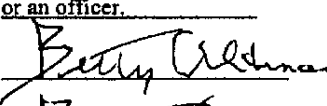
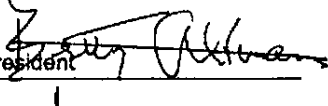
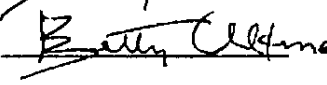
**SECTION II**

(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 August 17, 2009. 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 &amp; Title</u>
David Altman Foundation, Inc.		Betty Altman, President 
David Altman Foundation		Betty Altman, 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

David Altman Foundation, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

David Altman Foundation

Illinois

The terms and conditions of the merger are as follows:

Please see attachment.

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:

At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests, and otherwise to carry out the purposes of this Plan of Merger.

ATTACHMENT TO PLAN OF MERGER

Between

David Altman Foundation, Inc., a Florida corporation

And

David Altman Foundation, an Illinois corporation

The terms and conditions of the merger are as follows:

Upon the merger becoming effective:

a. The separate existence of the Merged Corporation shall cease; and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a nonprofit corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the constituent Corporations; and all property (real, personal and mixed), and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to, or due to each of the Corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

c. Henceforth, the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by this Merger.