

N10000011722

Florida Department of State
Division of Corporations
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Fax Number : (850) 878-5368

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MERGER OR SHARE EXCHANGE CIEE MERGER SUB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	18/12
Estimated Charge	\$68.75

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14 SEP 30 PM 1:31

FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please give to:
Darlene
Thank You!

Electronic Filing Menu

Corporate Filing Menu

Help

Connell, Darlene

From: John Carpenter <jcarpenter@bernsteinshur.com>
Sent: Tuesday, September 30, 2014 12:37 PM
To: Connell, Darlene
Subject: Merger of The Academic Internship Council, Inc. into CIEE Merger Sub, LLC

Darlene,

As we have discussed, CIEE, Inc., a 501(c)(3) not-for-profit corporation engaged in international education and exchange, formed CIEE Merger Sub, LLC, a Delaware limited liability company ("Merger Sub") to merge with The Academic Internship Council, Inc. Merger Sub is a disregarded entity to CIEE, Inc. and therefore is considered also to be a tax exempt entity based upon CIEE's status as a tax exempt not for profit corporation.

As we discussed yesterday, Delaware does not have a separate statute for nonprofit corporations or nonprofit limited liability companies. Instead, Delaware companies that are formed to engage in civic and charitable (not for profit purposes) are formed under either the Delaware Corporation Act or the Delaware Limited Liability Company Act. Merger Sub is formed under the Delaware Limited Liability Company Act. My understanding is that only Tennessee and Kentucky currently specifically authorize non-profit limited liability companies.

If you have further questions, please do not hesitate to email or call me. Thanks for your help with this matter.

Regards, John

John Carpenter
Shareholder

jcarpenter@bernsteinshur.com

207 228-7285 direct

207 831-3722 mobile

207 774-1200 main

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9/30/2014 13:27:17 From: To: 8506176380

(3/13)

850-617-6381

9/26/2014 1:58:38 PM PAGE 1/001 Fax Server



September 26, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE ACADEMIC INTERNSHIP COUNCIL, INC.

15 FITZHUGH LANE

COBOURG, ON K9A4N-5CA

SUBJECT: THE ACADEMIC INTERNSHIP COUNCIL, INC.

REF: N10000011722

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.

If a Florida non-profit corporation is a party to the merger, the survivor must be a non-profit business entity, pursuant to F.S. 617.0302.

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

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H14000225718
Letter Number: 314A00020704

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT

Please retain original filing
date of submission 9/25

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Academic Internship Council, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Helen Sterling Coburn, Esq.

Contact Person

Bernstein Shur Sawyer & Nelson, P.A.

Firm/Company

100 Middle Street

Address

Portland, Maine 04101

City, State and Zip Code

hcoburn@bernsteinshur.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Helen Coburn

at (207) 228-7284

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

FILED
14 SEP 25 PM 2:34

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Academic Internship Council, Inc.	Florida	Non- Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CIEE Merger Sub, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State: 12:01 a.m., October 1, 2014

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

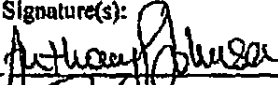

c/o CIEE, Inc., 300 Fore Street, Portland, ME 04101

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Academic Internship Council, Inc.		Anthony P. Johnson
CIEE Merger Sub, LLC		Timothy Propp

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CIEE Merger Sub, LLC	Delaware	Limited Liability Company

See attached.

[illegible]

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

CIEE, Inc., 300 Fore Street, Portland, ME 04101

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Pursuant to the Agreement and Plan of Merger, at the Effective Date and Time, the name of the

Surviving Company shall become "The Academic Internship Council, LLC."

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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

1. **The Merger.**

(a) **The Combination.** At the Effective Date and Time (defined below), The Academic Internship Counsel, Inc. ("AIC"), a Florida non-profit corporation, shall merge with and into CIEE Merger Sub, LLC ("Merger Sub") (the "**Merger**"), the separate corporate existence of AIC shall cease and Merger Sub shall survive and continue to exist as a Delaware limited liability company (sometimes referred to as the "**Surviving Company**"), which is wholly owned by CIEE, a nonprofit 501(c)(3) charitable organization.

(b) **Name of the Surviving Company.** At the Effective Date and Time, the name of the Surviving Company shall become "The Academic Internship Council, LLC."

(c) **Effective Date and Time.** The Merger shall become effective upon October 1, 2014 at 12:01 AM. (the "**Effective Date and Time**").

(d) **Filing the Certificate of Merger.** The Certificate of Merger shall not be filed until such time as both parties have confirmed in writing that all conditions set forth in the Agreement and Plan of Merger have been satisfied or waived.

(e) **Organizational Documents.** The Certificate of Formation and the LLC Agreement of the Surviving Company shall be the organizational documents of Merger Sub.

(f) **No Submission to IRS.** The Merger does not result in any change in the purposes, character, method of operations, or sources of support and therefore, no filing is required with the IRS relating to the Surviving Company's 501(c)(3) tax exempt status.

2. **Effect of the Merger.** Upon the Effective Date the separate existences of AIC and Merger Sub (the "**Participating Companies**") shall cease and each shall be merged into the Surviving Company. The Surviving Company shall from and after the Effective Date possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, liabilities and duties of each of the Participating Companies, and all property, real, personal and mixed, and all debts due to either of the Participating Companies on whatever account, as well as all other things in action or belonging to each of the Participating Companies shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Company as effectively as though they were of the several and respective Participating Companies, and the title to any real estate vested by deed or otherwise in either of the Participating Companies shall not revert or be in any way impaired by reasons of such merger but shall vest with the Surviving Company. All rights of creditors and all liens upon the property of the Participating Companies shall be preserved unimpaired, and the Participating Companies may be deemed to continue in existence in order to preserve the same, and all debts, liabilities and duties of the Participating Corporation shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative pending by or against either Participating Corporation, may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Company may be substituted in such action or proceeding.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

This Merger combines the assets and liabilities of the two Participating Companies, one qualified as 501(c)(3) charitable purpose corporation and the other a newly formed subsidiary (which is disregarded for tax purposes), of a 501(c)(3) charitable purpose corporation, into a single entity so the combined Surviving Company may more efficiently and effectively provide its educational programs. See "Effect of Merger" discussed in Article III, Section 2 above.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

This Merger combines the assets and liabilities of the two Participating Companies, one qualified as 501(c)(3) charitable purpose corporation and the other a newly formed subsidiary of a 501(c)(3) charitable purpose corporation (which is disregarded for tax purposes), into a single entity so the combined Surviving Company may more efficiently and effectively provide its educational programs. See "Effect of Merger" discussed in Article III, Section 2 above.