

08/17/2011 12:02 FAX 407 423 1831

Division of Corporations

DEAN MEAD NORLANDO

0001

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000205695 3)))



H110002056953ABC5

EFFECTIVE DATE

8-31-11

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BC  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED  
11 AUG 17 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
Poltras Charitable Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

CHE 030629/054512

FILED  
2011 AUG 17 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

8/17/11

DEAN MEAD ORLANDO  
(((H11000205695 3)))

8-31-11

FILED 002

2011 AUG 17 PM 2:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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)
Poitras Charitable Foundation, Inc.	Florida	N11000007751

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Poitras Charitable Foundation, Inc.</u>	<u>Massachusetts</u>	<u>222725927</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 08 / 31 / 2011 (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)*

((H11000205695 3)))

**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 August 16, 2011.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
100% 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                     . The number of directors in office was                     . The vote for the plan was as follows:                      FOR                      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 August 13, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 100% 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                     . The number of directors in office was                     . The vote for the plan was as follows:                      FOR                      AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of the chairman/  
vice chairman of the board  
or an officer.Typed or Printed Name of Individual & TitlePoltras Charitable Foundation, Inc.  
(Massachusetts)Patricia T. Poltras, PresidentPoltras Charitable Foundation, Inc.  
(Florida)Patricia T. Poltras, President

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
POITRAS CHARITABLE FOUNDATION, INC.,  
A MASSACHUSETTS NONPROFIT CORPORATION,  
AND POITRAS CHARITABLE FOUNDATION, INC.,  
A FLORIDA NONPROFIT CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 16<sup>th</sup> day of August, 2011, by and between POITRAS CHARITABLE FOUNDATION, INC., a Massachusetts nonprofit corporation ("Poitras MA"), and POITRAS CHARITABLE FOUNDATION, INC., a Florida nonprofit corporation ("Poitras FL").

**RECITALS**

WHEREAS, the Board of Directors and members of Poitras MA (the "Merging Corporation") have resolved that Poitras MA shall be merged, pursuant to Chapter 10, Section 10A, Massachusetts General Laws, with and into Poitras FL, with Poitras FL being the "Surviving Corporation."

WHEREAS, the Board of Directors and members of Poitras FL have resolved that Poitras MA shall be merged, pursuant to Section 607.1101, Florida Statutes, with and into Poitras FL, with Poitras FL being the Surviving Corporation.

WHEREAS, the respective Boards of Directors and members of Poitras MA and Poitras FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. Poitras MA and Poitras FL hereby agree that Poitras MA, at the Effective Date (as hereinafter defined), shall be merged with and into Poitras FL (the "Merger").
3. Names, Street Addresses, and Jurisdictions of Constituent Parties.
  - 3.1 Name, Street Address, and Jurisdiction of the Surviving Corporation. The name, street address, and jurisdiction of the Surviving Corporation are as follows:

Name and AddressJurisdiction

Poitras Charitable Foundation, Inc.  
3333 S. Orange Avenue, Suite 200  
Orlando, FL 32806-8500

Florida

3.2 Name, Street Address, and Jurisdiction of the Merging Corporation. The name, street address, and jurisdiction of the Merging Corporation are as follows:

Name and AddressJurisdiction

c/o Michael P. Healy  
847 Washington St.  
Holliston, MA 01746

Massachusetts

4. Effects of Merger.

4.1 Certain Effects of Merger. On the Effective Date, the separate existence of Poitras MA shall cease and Poitras MA shall be merged with and into Poitras FL which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of Poitras MA and all and singular, the rights, privileges, powers and franchises of Poitras MA and all property, real, personal and mixed, and all debts due to Poitras MA on whatever account, and all other things in action or belonging to Poitras MA shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of Poitras MA, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Poitras MA shall be preserved unimpaired, and all debts, liabilities and duties of Poitras MA shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of Poitras MA, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of Poitras MA's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

5. Name of Surviving Corporation; Articles of Incorporation.

5.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Poitras Charitable Foundation, Inc.

5.2 Articles of Incorporation. The Articles of Incorporation of Poitras FL, as in effect on the date hereof, shall from and after the Effective Date be the Articles of Incorporation of the Surviving Corporation.

5.3 Bylaws. The Bylaws of Poitras FL, as in effect on the date hereof, shall from and after the Effective Date be the Bylaws of the Surviving Corporation.

6. Status and Conversion of Memberships. Because of the mutual identity of the members of the Merging Corporation and the Surviving Corporation, each member of Poitras MA, on the Effective Date of the Merger, shall be and become a member of Poitras FL.

7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Board of Directors of Poitras MA or the Board of Directors of Poitras FL, if the Board of Directors of Poitras MA or the Board of Directors of Poitras FL duly adopt a resolution abandoning this Agreement and Plan of Merger.

7.2 Effective Date. The Effective Date of the Merger shall be the later of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida or August 31, 2011.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

POITRAS MA:

POITRAS CHARITABLE FOUNDATION,  
INC., a Massachusetts nonprofit corporation

By: Patricia T. Poitras

Patricia T. Poitras, President

POITRAS FL:

POITRAS CHARITABLE FOUNDATION,  
INC., a Florida nonprofit corporation

By: Patricia T. Poitras

Patricia T. Poitras, President

**Mary Fendle**

---

**From:** Mary Fendle  
**Sent:** Wednesday, August 17, 2011 11:55 AM  
**To:** 'Kim Weidenbach'  
**Cc:** Christine Weingart; Charles Egerton  
**Subject:** Poitras Charitable Foundation, Inc.

Kim, Ricky said you were responsible for my filing request on this. I also left you a voice mail message. Would you please amend the order and delete the filing in Florida which I can do myself. The order should be just for Massachusetts:

**Re: Poitras Charitable Foundation, Inc.**  
**Our Reference Number: 030629/054512**

Attached are Articles of Merger to be filed in Massachusetts, merging Poitras Charitable Foundation, Inc., a Massachusetts nonprofit corporation, into Poitras Charitable Foundation, Inc., a Florida nonprofit corporation. The effective date for the filing is 08/31/11. Please file the document and return a certified copy of the filing to me by overnight courier. Contact me as soon as possible if there is a problem with the filing.

Mary Fendle, Paralegal