

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE S & Z Charitable Foundation, Inc.

Certificate of Status	. 0
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December 21, 2011

FLORIDA DEPARTMENT OF STATE

8 & E CHARITABLE FOUNDATION, INC. Division of Corporations 320 WEST SARAL PAIM PLACE, SUITE 300 LONGWOOD, FL 32779

SUBJECT: S & E CHARITABLE FOUNDATION, INC.

REP: N11000011509

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 plan of margar must contain the terms and conditions of the merger.

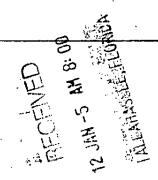
The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

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) 245-6094.

Agnes Lunt Regulatory. Specialist II

FAX Aud. #: H11000296732 Letter Number: 011A00028415



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Certificate of Merger

For_

Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

Name	<u>Jurisdiction</u>	Form/Entity Typ	<u>)e</u>
S&Z Vyas Charitable Foundatio	n Florida	LLC	
			ZOLZ FALL
			ZULZ JAN SEGRED ALLĮANA
			337 6
SECOND: The exact name, form/	entity type, and jurisd	iction of the <u>surviving</u> par	
as follows:			
Name	<u>Jurisdiction</u>	Form/Entity Typ	<u>sė</u>
S & 7 Charitable Foundation	Florida	Non-profit corpo	oration

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, 608, 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 nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A	in the second se
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lorida, the sur	If the survivor is not formed, organized or incorporated under the laws of vivor agrees to pay to any members with appraisal rights the amount, to mbers are entitles under ss.608.4351-608.43595, F.S.
EIGHTH: If (he surviving party is an out-of-state entity not qualified to transact
	state, the surviving entity:
ousiness in this	
ousiness in this .) Lists the follopartment of	Is state, the surviving entity: Iowing street and mailing address of an office, which the Florida State may use for the purposes of s. 48.181, F.S., are as follows:
usiness in this .) Lists the follopartment of	Is state, the surviving entity: Iowing street and mailing address of an office, which the Florida State may use for the purposes of s. 48.181, F.S., are as follows:
business in this	state, the surviving entity: lowing street and mailing address of an office, which the lowing use for the purposes of s. 48.181, F.S., are as for
s stat llow Stat	te, the surviving entity: ing street and mailing address of an office, which the Florida te may use for the purposes of s. 48.181, F.S., are as follows:

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed Name of Individual:

S&Z Vyas Charitable Foundation

Charitable Foundation.

Manager

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: For each Limited Liability Company: \$25.00

For each Corporation: \$35.00

For each Limited Partnership: \$52,50

\$25.00 For each General Partnership:

\$25.00 For each Other Business Entity:

Certified Copy (optional):

\$30.00

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PLAN OF MERGER

		
FIRST: The exact name, form/entity follows:	type, and jurisdiction for ea	ach <u>merging</u> party are as
Name	<u>Jurisdiction</u>	Form/Entity Type
S&Z Vyas Charitable Foundation	Florida	LLC
	· · · · · · · · · · · · · · · · · · ·	
SECOND: The exact name, form/en as follows:	tity type, and jurisdiction of	- cò
Name	<u>Jurisdiction</u>	Form/Entity Type
S & Z Charitable Foundation	Florida	Non-profit corporation
THIRD: The terms and conditions o	f the merger are as follows:	22. 37.
	_	17*
The limited liability company will be	e merged into a non-profi	t corporation, which
will not have any members. Instead	ad, the board of directors v	will manage all of the
affairs of the non-profit corporation	n. All of the assets will be	transferred from the
limited liability company to the nor	n-profit corporation. The li	mited liability company
has no liabilities, and the member	s of the limited liability col	mpany will serve on the
corporation's board of directors.		
(Attach ada	ditional sheet if necessary)	

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PATI	RTH:
ruu	KIN;

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:	
The members of the limited liability are not taking any distributions and any	
capital accounts and all assets will be donated to the non-profit corporation	
without consideration.	
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(9) (1) (2) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	
(Attach additional sheet if necessary)	
B. The manner and basis of converting <u>rights to acquire</u> the interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:	
NA	
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(Attach additional sheet if necessary)	

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CTH: Other provisions, if any, relating to the merger are as follows:		en en
V/A	· · · · · · · · · · · · · · · · · · ·	
		