

Florida Department of State
Division of Corporations
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To:

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

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Account Name : BROAD AND CASSEL (ORLANDO)
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

A. LUNT

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EXAMINER

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December 21, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

S & Z CHARITABLE FOUNDATION, INC.
320 WEST SABAL PALM PLACE, SUITE 300
LONGWOOD, FL 32779

SUBJECT: S & Z CHARITABLE FOUNDATION, INC.
REF: N11000011509

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger 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 And. #: H11000296732
Letter Number: 011A00028415

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
S&Z Vyas Charitable Foundation	Florida	LLC

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>
S & Z Charitable Foundation	Florida	Non-profit corporation

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.

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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:

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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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 ✓	<i>[Signature]</i>	Manager
S&Z Charitable Foundation ✓	<i>[Signature]</i>	Director

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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
S&Z Vyas Charitable Foundation	Florida	LLC

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>
S & Z Charitable Foundation	Florida	Non-profit corporation

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

The limited liability company will be merged into a non-profit corporation, which will not have any members. Instead, the board of directors will manage all of the affairs of the non-profit corporation. All of the assets will be transferred from the limited liability company to the non-profit corporation. The limited liability company has no liabilities, and the members of the limited liability company will serve on the corporation's board of directors.

(Attach additional sheet if necessary)

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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:

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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(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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