

09/20/12 11:28 Casey Ciklin Lubitz

(FAX) 561-833-4209

P 001/009

Division of Corporations

N12000002796

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE

North Palm Beach County Jewish Community Campus Corp

Certificate of Status	0
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10/09/2012

11:29 Casey Ciklin Lubitz

(FAX) 561 833 4209

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: North Palm Beach County Jewish Community Campus Corporation
Name of Surviving Party

Please return all correspondence concerning this matter to:

Gary Walk, Esq.

Contact Person

Casey Ciklin Lubitz Martens & O'Connell

Firm/Company

515 N. Flagler Drive, 20th Floor

Address

West Palm Beach, FL 33401

City, State and Zip Code

gwalk@caseyciklin.com

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

For further information concerning this matter, please call:

Gary Walk, Esq.

Name of Contact Person

at (561) 820-0314

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

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2012 OCT -9 AM 8:44

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
North Palm Beach County Jewish Community Campus Corporation	Florida	Non-profit corporation
North Campus Land, LLC <i>L12000046221</i>	Florida	Limited liability company

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>
<i>N12000002796</i> North Palm Beach County Jewish Community Campus Corporation	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:

N/A

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 surviving party is an out-of-state entity, the surviving entity: N/A

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.


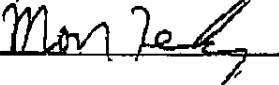
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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
North Palm Beach County Jewish Community Campus Corporation		Mark Levy
North Campus Land, LLC		Mark Levy

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

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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>
North Palm Beach County Jewish Community Campus Corporation	Florida	Non-profit corporation
North Campus Land, LLC	Florida	Limited liability company

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>
North Palm Beach County Jewish Community Campus Corporation	Florida	Non-profit corporation

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

100% of the membership interests in North Campus Land, LLC (the "merged party") will be exchanged for 100% of the memberships in North Palm Beach County Jewish Community Campus corporation (the "surviving party"), and the merged party will be merged into the surviving party.

(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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

100% of the membership interests in the merged party will be exchanged for 100% of the memberships in the surviving party.

(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 other 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: 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:

N/A

(Attach additional sheet if necessary)

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SEVENTH: 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)

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

N/A

(Attach additional sheet if necessary)

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