

N13000000854

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.

((H13000020926 3)))



H130000209263ABCX

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 : AKERMAN SENTERFITT - BOCA RATON
Account Number : I20100000049
Phone : (561) 368-2151
Fax Number : (561) 368-4668

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

Email Address: Kera.draetta@akerman.com

MERGER OR SHARE EXCHANGE
JL Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$58.75

*merger
cc*

RECEIVED

13 JAN 28 AM 8:47

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 29 2013

T. LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

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)
<u>JL Foundation, Inc.</u>	<u>FL</u>	<u>N13000000854</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JL Foundation, Inc.</u>	<u>Colorado</u>	<u>20121332967</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 ____/____/____ (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)

H13000020926 3

FILED
JAN 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H13 0000 209 26 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 January 25, 2013.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

3 FOR 0 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

January 25, 2013. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 3 FOR 0 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

H13 0000 209 26 3

JAN 28 2013 12:36 FR AKERMAN SENTERFITT

5613684668 TO 918506176380

P.04/05

JAN 24 2013 14:32 FR AKERMAN SENTERFITT

5613684668 TO 912127069046

P.01/02

H13000020926 3

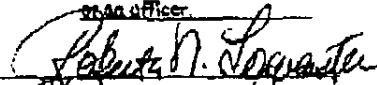
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer

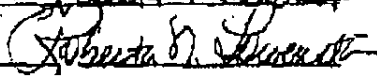
Typed or Printed Name of Individual & Title

JL Foundation, Inc.



Roberta N. Lowenstein, President/Director

JL Foundation, Inc.



Roberta N. Lowenstein, President/Director

H13000020926 3

H130000209263

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

JL Foundation, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

JL Foundation, Inc.

Colorado

The terms and conditions of the merger are as follows:

- (a) The Surviving Entity shall be the surviving entity of the Merger and shall continue to exist as a corporation under and be governed by the laws of the state of Florida, with all of the rights and obligations that are provided by Florida law;
- (b) The Merging Entity shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger; and
- (c) Management of the Surviving Entity shall be vested in the Board of Directors of the Surviving Entity.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

- a) The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity;
- (b) The Bylaws of the Merging Entity, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity; and
- (c) The Board of Directors of the Surviving Entity immediately prior to the Effective Date shall continue to be the Board of Directors of the Surviving Entity after the Effective Date and shall retain such designation for the term provided by law or in the Bylaws, or until their respective successors are elected and qualified.

Other provisions relating to the merger are as follows:

None

H130000209263