

N14000005211

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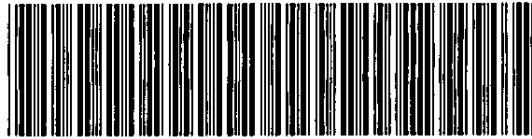
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RECEIVED  
DEPARTMENT OF STATE  
16 MAY 11 PM 1:57

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 MAY 11 AM 8:50

MAY 11 2016

C LEWIS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 138216 5017647

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 11, 2016

ORDER TIME : 12:19 PM

ORDER NO. : 138216-005

CUSTOMER NO: 5017647

ARTICLES OF MERGER

THE MILL RUN FOUNDATION

INTO

THE RODMAN FOUNDATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender -- EXT. 62956

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Rodman Foundation

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Keith Kehrer

(Contact Person)

Bryan Cave LLP

(Firm/Company)

211 North Broadway, Suite 3600

(Address)

Saint Louis, MO 63102

(City/State and Zip Code)

For further information concerning this matter, please call:

Keith Kehrer

(Name of Contact Person)

At ( 314 ) 259-2063

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

16 MAY 11 AM 8:51

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)
The Rodman Foundation	Minnesota	H-791

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Mill Run Foundation, Inc.	Florida	N14000005211

**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).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

16 MAY 11 AM 8:51

**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 \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ 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 March \_\_, 2016. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 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 \_\_\_\_\_. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ 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 March \_\_, 2016. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

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DIVISION OF CORPORATIONS

16 MAY 11 AM 8:51

**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

The Rodman Foundation

*Frederick W. Titcomb*

Frederick W. Titcomb, President

The Mill Run Foundation, Inc.

*E. Rodman Titcomb, Jr.*

E. Rodman Titcomb, Jr., President

## PLAN OF MERGER

16 MAY 11 AM 8:51

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

The Rodman Foundation

Jurisdiction

Minnesota

The name and jurisdiction of each merging corporation:

Name

The Mill Run Foundation, Inc.

Jurisdiction

Florida

The Rodman Foundation

Minnesota

The terms and conditions of the merger are as follows:

The Mill Run Foundation, Inc., a Florida nonprofit corporation, shall be merged with and into The Rodman Foundation, a Minnesota nonprofit corporation, in accordance with Sections 617.1101 and 617.1102 of the Not-For-Profit Corporation Law of Florida and pursuant to Chapter 317A of the Minnesota Nonprofit Corporation Act, and the separate existence of The Mill Run Foundation, Inc. and The Rodman Foundation shall thereupon cease, and The Rodman Foundation, as the surviving corporation in the Merger shall continue its existence under the laws of the State of Minnesota. Upon the effective date of the Merger, all the property, rights, privileges, and liabilities of The Mill Run Foundation, Inc. and The Rodman Foundation shall be transferred to and vested in The Rodman Foundation.

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

N/A

Other provisions relating to the merger are as follows:

The Mill Run Foundation, Inc. does not have members. The Rodman Foundation does not have members.