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MERGER OR SHARE EXCHANGE

Sylvan Oaks Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

ARTICLES OF MERGER
OF
HEIN FAMILY FOUNDATION CORPORATION,
a Florida not for profit corporation
into
SYLVAN OAKS FOUNDATION, INC.,
a Florida not for profit corporation

2019 APR -2 PM 14:52
RECORDED
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The following articles of merger are submitted in accordance with Sections 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Sylvan Oaks Foundation, Inc. ("Surviving Corporation")	Florida	N140000079500

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hein Family Foundation Corporation (the "Merging Corporation")	Florida	N01000002244

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the Merger shall be date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

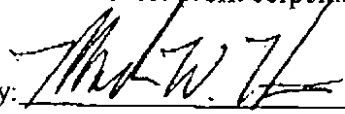
FIFTH: The Surviving Corporation has no members. The Plan of Merger was unanimously adopted by the board of directors of the Surviving Corporation on March 26, 2019, and executed in accordance with Section 617.1103, Florida Statutes. The number of directors then in office is three (3), and the number of such directors that voted in favor of the Plan of Merger is three (3).

SIXTH: The Merging Corporation has no members. The Plan of Merger was adopted by the board of directors of the Merging Corporation on March 26, 2019, and executed in accordance with Section 617.1103, Florida Statutes. The number of directors then in office is three (3), and the number of such directors that voted in favor of the Plan of Merger is three (3).

Signed this 26th day of March 2019, and effective as of the Effective Date.

SURVIVING CORPORATION:

SYLVAN OAKS FOUNDATION, INC.,
a Florida not for profit corporation

By: 
Mark W. Hein, President

MERGING CORPORATION:

HEIN FAMILY FOUNDATION
CORPORATION,
a Florida not for profit corporation

By: 
Mark Hein, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 26th day of March, 2019, and shall be effective as of April 1st, 2019 (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

SYLVAN OAKS FOUNDATION, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: August 26, 2014

II - MERGED CORPORATION

HEIN FAMILY FOUNDATION CORPORATION, a Florida not for profit corporation ("Merged Corporation").

Date of incorporation: March 30, 2001

WITNESSETH:

WHEREAS, the Merged Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapters 617 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be SYLVAN OAKS FOUNDATION, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation, adopted on March 30, 2001, shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV
OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

The Officers and Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified under the terms of the Bylaws:

<u>Name:</u>	<u>Position:</u>
Mark Hein	President/Director
Vicki Hein	Secretary / Treasurer/ Director
Betty K. Hawkins	Director

ARTICLE V
APPROVAL OF MERGER BY DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on December 22, 2010.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merged Corporation, as provided by Chapter 617 of the Florida Statutes, on March 26th, 2019.

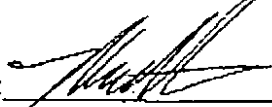
ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of January 1, 2019, for tax and accounting purposes and shall become effective for purposes of Chapter 617 of the Florida Statutes on April 1, 2019.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

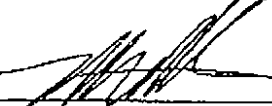
SURVIVING CORPORATION:

SYLVAN OAKS FOUNDATION, INC.
a Florida not for profit corporation

By: 
Mark Hein, President

MERGED CORPORATION:

HEIN FAMILY FOUNDATION
CORPORATION, a Florida not for profit
corporation

By: 
Mark Hein, President

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