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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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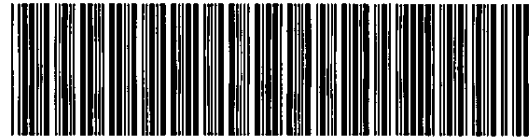
(Business Entity Name)

(Document Number)

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10.2.14

# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street, Suite 610  
Sarasota, FL 34236  
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John M. Compton  
Also licensed in Alabama  
Philip N. Hammersley  
Certified Circuit  
Court Mediator  
Erik M. Hanson  
Eric R. Hoonhout  
Michael P. Infant  
Darren R. Inverso  
E. John Lopez  
Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation  
J. Derrick Maginness  
Sam D. Norton  
Board-Certified  
Real Estate  
Peter Z. Skokos

September 17, 2014

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314



RE: Merger

Dear sir or madam:

**Enclosed** for filing are the following original documents:

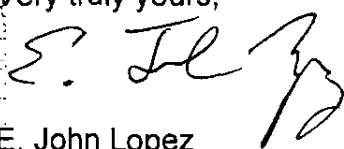
1. Articles of Incorporation for the Nesbitt Family Foundation, Inc.; and
2. Articles of Merger with attached Plan of Merger.

Please file the Articles of Incorporation first to set up the new corporation (the Nesbitt Family Foundation, Inc., a Florida corporation). Once the new corporation is established, please file the Articles of Merger to merge the South Carolina corporation into the new Florida corporation.

Also **enclosed** are two of our firm's check in the amount of \$140.00 (\$35.00 x 2 for the Merger fee for both parties and \$70.00 for the filing fee to file the new Articles of Incorporation). Once filed, please return the original documents to the undersigned.

If you have any questions, please contact me. Thank you.

Very truly yours,

  
E. John Lopez  
Email: [johnlopez@nhslaw.com](mailto:johnlopez@nhslaw.com)

**Enclosures**

cc: Mr. & Mrs. Nesbitt

RECEIVED

14 SEP 19 AM 11:51

SECRET  
FILED  
-VIRGINIA DEPARTMENT OF COMMERCE  
14 SEP 24 PM 12:56

**ARTICLES OF MERGER**  
**OF        NESBITT FAMILY FOUNDATION, INC.,**  
**a South Carolina corporation**  
**INTO**  
**THE NESBITT FAMILY FOUNDATION, INC.,**  
**a Florida corporation**

The following Articles of Merger are submitted to merge the following corporations in accordance with Sections 607.1101 and 617.1105, Florida Statutes.

1) 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>
The Nesbitt Family Foundation, Inc.	South Carolina	Non-Profit Eleemosynary
Nesbitt Family Foundation, Inc.	Florida	Non-Profit Corporation

2) The attached plan of merger was approved by each corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 617, Florida Statutes.

3) The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Nesbitt Family Foundation, Inc.	Non-Profit	Florida

4) The attached plan of merger was approved by each 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.

5) The effective date of the merger is the date of the filing of the Articles of Merger.

6) The date of adoption of the Plan of Merger by the Directors was June 30, 2014.

7) Both corporations have no members entitled to vote on this plan of merger. The plan of merger was adopted by the board of directors as follows:

<u>Name of Corporation</u>	<u>Date of Adoption by the board</u>
<del>THE</del> Nesbitt Family Foundation, Inc. (South Carolina)	June 30, 2014
Nesbitt Family Foundation, Inc. (Florida)	June 30, 2014

<u>Name of Corporation</u>	<u>Number of Directors then in office</u>
The Nesbitt Family Foundation, Inc. (South Carolina)	5
Nesbitt Family Foundation, Inc. (Florida)	5

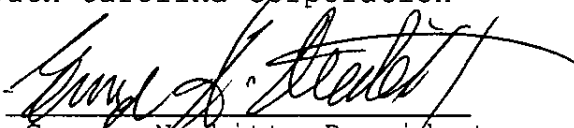
  

<u>Name of Corporation</u>	<u>Vote in favor of the plan</u>
The Nesbitt Family Foundation, Inc. (South Carolina)	5 in favor, 0 against
Nesbitt Family Foundation, Inc. (Florida)	5 in favor, 0 against

Dated: September 12, 2014


The Nesbitt Family  
Foundation, Inc.,  
a South Carolina corporation

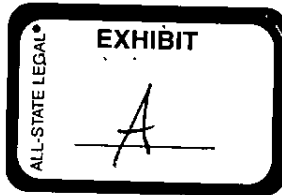
By:

  
George Nesbitt, President

Nesbitt Family  
Foundation, Inc.  
a Florida corporation

By:

  
George Nesbitt, President



**PLAN OF MERGER**

THIS PLAN OF MERGER dated September 12, 2014, between Nesbitt Family Foundation, Inc., a Florida corporation, (hereinafter referred to as "Surviving Corporation"), and Nesbitt Family Foundation, Inc., a South Carolina corporation, (hereinafter referred to as "Absorbed Corporation").

WITNESSETH:

WHEREAS, the Absorbed Corporation is a corporation organized and existing under the laws of the State of South Carolina, with its principal office at 13 Angel Wing Drive, Hilton Head Island, South Carolina 29926; and

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 340 South Palm Avenue, #85, Sarasota, Florida 34236; and

WHEREAS, The Absorbed Corporation would be merged into the Surviving Corporation;

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent companies agree as follows:

**SECTION ONE - MERGER**

Effective as of the filing of the Articles of Merger, Absorbed Corporation shall merge with and into Surviving Corporation. The name of the Surviving Company shall remain Nesbitt Family Foundation, Inc.

**SECTION TWO - TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation

shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

### **SECTION THREE - TAX LIABILITIES**

The taxable year of the Absorbed Corporation will end on the effective date of the merger. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

### **SECTION FOUR - CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

### **SECTION FIVE - CHANGES IN BYLAWS**

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

### **SECTION SIX - DIRECTORS AND OFFICERS**

The Board of Directors of the Surviving Corporation shall consist of a minimum of three members. The Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until his or her successors have been duly elected or appointed and qualified:

George Nesbitt  
Sherron Nesbitt  
Christopher Nesbitt  
Richard Nesbitt  
Jennifer Schutt

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Board of Directors or until their successors have been duly elected or appointed and qualified:

President:	George Nesbitt
Vice President:	Sherron Nesbitt
Secretary:	Sherron Nesbitt
Treasurer:	Sherron Nesbitt

#### **SECTION SEVEN - PROHIBITED TRANSACTIONS**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding common shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

#### **SECTION EIGHT - APPROVAL BY DIRECTORS**

This Plan of Merger was approved by the board of directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida and South Carolina on June 30, 2014.

#### **SECTION NINE - EFFECTIVE DATE OF MERGER**

The date of this merger shall be effective as of the filing of the Articles of Merger.



**SECTION TEN - EXECUTION OF AGREEMENT**

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

Nesbitt Family Foundation, Inc.,  
a Florida corporation

By: 

GEORGE NESBITT, President

Nesbitt Family Foundation, Inc.,  
a South Carolina corporation,

By: 

GEORGE NESBITT, President