

NI9000013103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

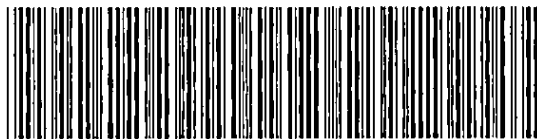
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TALLAHASSEE, FLORIDA



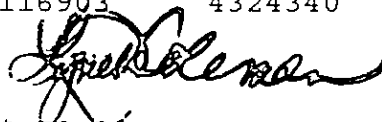
JAN 15 2021
T SCHROEDER

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

ACCOUNT NO. : I20000000195

REFERENCE : 116903 4324340

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : December 30, 2019

ORDER TIME : 11:41 AM

ORDER NO. : 116903-005

CUSTOMER NO: 4324340

ARTICLES OF MERGER

THE GOERGEN FOUNDATION, INC.

INTO

THE GOERGEN FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Goergen Foundation, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robert B. Goergen

Contact Person

Firm/Company

11950 Turtle Beach Road

Address

North Palm Beach, FL 33408

City, State and Zip Code

bob@ropart.com

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

For further information concerning this matter, please call:

Robert B. Goergen

at (561) 775-0372

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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, 617.0302 or 605.1025, 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>
The Goergen Foundation, Inc.	FL	Not-for-profit corporation
The Goergen Foundation, Inc.	CT	Non-stock corporation

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>
The Goergen Foundation, Inc.	FL	Not-for-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, 605, 617, and/or 620, Florida Statutes.

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:
December 31, 2019

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.

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:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

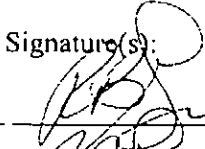
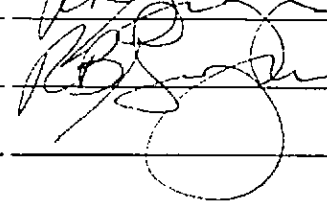
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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:
The Goergen Foundation, Inc. (FL)		Robert B. Goergen
The Goergen Foundation, Inc. (CT)		Robert B. Goergen

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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TALLAHASSEE, FLORIDA

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>
The Goergen Foundation, Inc.	FL	Not-for-profit corporation
The Goergen Foundation, Inc.	CT	Non-stock corporation

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>
The Goergen Foundation, Inc.	FL	Not-for-profit corporation

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

The Goergen Foundation, Inc., a Connecticut non-stock corporation (the "CT Foundation"), shall merge (the "Merger") with and into The Goergen Foundation, Inc., a Florida not-for-profit corporation (the "FL Foundation"), and FL Foundation shall be the surviving corporation (the "Surviving Corporation") effective as of December 31, 2019 (the "Effective Time"). At the Effective Time, by virtue of the Merger, the separate existence of CT Foundation shall cease, and the Surviving Corporation, without further action, shall possess all rights, privileges, powers and franchises of CT Foundation and shall assume all liabilities and obligations of CT Foundation.

(Attach additional sheet if necessary)

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 ATTENTION: 11-0010

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

Neither CT Foundation nor FL Foundation has shareholders or members. Accordingly, no provision is made in this Plan of Merger for the conversion of interest, shares, obligations or other securities of either party to the Merger.

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

Neither CT Foundation nor FL Foundation has shareholders or members. Accordingly, no provision is made in this Plan of Merger for the conversion of rights to acquire the interests, shares, obligations or other securities of either party to the Merger.

(Attach additional sheet if necessary)

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TALLAHASSEE, FL

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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TALLAHASSEE, FL 32399

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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:

The sole director and the officers of the Surviving Corporation as of immediately prior to the Effective

Time shall remain the sole director and the officers of the Surviving Corporation from and after the

Effective Time. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective

Time shall remain the Bylaws of the Surviving Corporation from and after the Effective Time.

(Attach additional sheet if necessary)

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