

10/25/2021

Division of Corporations
Florida Department of State
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MERGER OR SHARE EXCHANGE**The Brunetti Foundation, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>The Brunetti Foundation, Inc</u>	<u>Florida</u>	<u>N21000012381</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Brunetti Foundation</u>	<u>New Jersey</u>	<u>0900031072</u>
<u> </u>	<u> </u>	<u> </u>
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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)

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 10/21/2021. The number of directors in office was three (3). The vote for the plan was as follows: three (3) FOR zero (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

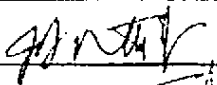
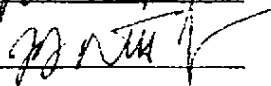
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
The Brunetti Foundation (FL)		John J. Brunetti, Jr., President
The Brunetti Foundation (NJ)		John J. Brunetti, Jr., President

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
THE BRUNETTI FOUNDATION
WITH AND INTO
THE BRUNETTI FOUNDATION, INC.**

PLAN OF MERGER approved and adopted on October 21, 2021, by and between THE BRUNETTI FOUNDATION, a New Jersey nonprofit corporation (the "NJ Foundation"), and THE BRUNETTI FOUNDATION, INC., a Florida corporation not for profit (the "FL Foundation").

1. The NJ Foundation and the FL Foundation shall, pursuant to the provisions of the New Jersey Nonprofit Corporation Act and the Florida Not For Profit Corporation Act, be merged with and into a single corporation, to wit, the FL Foundation, which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Nonprofit Corporation Act and the Florida Not For Profit Corporation Act. The separate existence of the NJ Foundation, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at the effective date of the merger in accordance with the provisions of said New Jersey Nonprofit Corporation Act.

2. The certificate of incorporation of the Surviving Corporation at the effective date of the merger shall be the certificate of incorporation of said Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the New Jersey Nonprofit Corporation Act and the Florida Not For Profit Corporation Act.

3. The by-laws of the Surviving Corporation at the effective date of the merger shall be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Nonprofit Corporation Act and the Florida Not For Profit Corporation Act.

4. The trustees and officers in office of the Surviving Corporation at the effective date of the merger shall be the members of the first Board of Trustees and the first officers of the Surviving Corporation, all of whom shall hold their trusteeships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

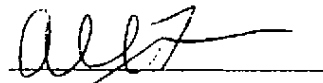
5. Each membership of the Terminating Corporation shall be terminated, at the effective date of the merger. The Surviving Corporation shall have no members and shall not issue membership certificates.

6. The Plan of Merger herein made and approved shall be, and hereby is, approved by the Board of Trustees of the Terminating Corporation and of the Surviving Corporation as provided under N.J.S.A. §15A:10-3 and F.S. §617.1103, respectively.

7. The Board of Trustees and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed and adopted by their respective duly authorized officers as of the day and year first above written.

Attest:



FL FOUNDATION

By: 
JOHN J. BRUNETTI, JR., President

Attest:



NJ FOUNDATION

By: 
JOHN J. BRUNETTI, JR., President