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MERGER OR SHARE EXCHANGE
THE RICHARD W. SORENSON FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
THE RICHARD W. SORENSON FAMILY FOUNDATION, INC.
(a Connecticut nonslock corporation)
WITH AND INTO
THE RICHARD W. SORENSON FAMILY FOUNDATION, INC.
(a Florida not for profit corporation)

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 of the surviving corporation is The Richard W. Sorenson Family Foundation, Inc. (the "Surviving Corporation") and the jurisdiction of the Surviving Corporation is Florida.
- Second: The name of the merging corporation is The Richard W. Sorenson Family Foundation, Inc. (the "Merging Corporation") and the jurisdiction of the Merging Corporation is Connecticut.
- Third: The merger shall be effective at 12:01 A.M. on December 1, 2021.
- Fourth: The plan of merger (the "Plan of Merger") is attached as Exhibit A.
- Fifth: The Surviving Corporation has no members. The Plan of Merger was adopted by the Surviving Corporation's board of directors on November 26, 2021. The number of directors in office was three (3) and the vote in favor of the Plan of Merger was unanimous.
- Six: The Merging Corporation has no members. The Plan of Merger was adopted by the Merging Corporation's board of directors on November 26, 2021. The number of directors in office was three (3) and the vote in favor of the Plan of Merger was unanimous.

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IN WITNESS WHEREOF, the undersigned Surviving Corporation and Merging Corporation have caused these Articles of Merger to be executed effective as of November 26, 2021.

SURVIVING CORPORATION

THE RICHARD W. SORENSON FAMILY
FOUNDATION, INC., a Florida not for profit
corporation

By: 

Ryan T. Roth
Secretary

MERGING CORPORATION

THE RICHARD W. SORENSON FAMILY
FOUNDATION, INC., a Connecticut
nonstock corporation

By: 

Ryan T. Roth
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
FORM OF
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is effective November 26, 2021, by and between THE RICHARD W. SORENSON FAMILY FOUNDATION, INC., a Florida not for profit corporation (the "Surviving Corporation") and THE RICHARD W. SORENSON FAMILY FOUNDATION, INC., a Connecticut nonstock corporation (the "Merging Corporation").

Background

The Board of Directors of the Merging Corporation deem it advisable and in the best interests of the Merging Corporation that the Merging Corporation be merged with and into the Surviving Corporation on the terms and conditions of this Plan of Merger. The Board of Directors of the Surviving Corporation deem it advisable and in the best interests of the Surviving Corporation that the Merging Corporation be merged with and into the Surviving Corporation on the terms and conditions of this Plan of Merger.

NOW, THEREFORE, for good and valuable consideration, the parties agree that the Merging Corporation will be merged with and into the Surviving Corporation on the following terms and conditions:

1. Surviving Corporation. The name of the surviving corporation is The Richard W. Sorenson Family Foundation, Inc. (the "Surviving Corporation") and the jurisdiction of the Surviving Corporation is Florida.
2. Merging Corporation. The name of the merging corporation is The Richard W. Sorenson Family Foundation, Inc. (the "Merging Corporation") and the jurisdiction of the Merging Corporation is Connecticut.
3. Terms and Conditions of Merger. The terms and conditions of the Merger are as follows:
 - (a) Merger. The Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall survive the merger (the "Merger"), all as, and with the effect, provided by this Plan of Merger, the Florida Not For Profit Corporation Act, and the Connecticut Revised Nonstock Corporation Act.
 - (b) Approvals. The Merger shall be approved by the Board of Directors of the Surviving Corporation in accordance with the Florida Not For Profit Corporation Act. The Merger shall be approved by the Board of Directors of the Merging Corporation in accordance with the Connecticut Revised Nonstock Corporation Act.
 - (c) Effective Time. The Merger shall become effective at 12:01 A.M. on December 1, 2021 (the "Effective Time").

(d) Articles of Merger; Certificate of Merger. The parties shall cause to be executed and delivered to the Florida Department of State articles of merger in the form attached as Exhibit A and a certificate of merger to the Connecticut Secretary of the State in the form attached as Exhibit B.

(e) Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation, until amended in accordance with the provisions thereof and applicable laws.

(f) Rights and Liabilities. At and after the Effective Time, the Surviving Corporation shall succeed to and possess without further act or deed all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed of each of the Merging Corporation and the Surviving Corporation; all debts due to either on whatever account shall be vested in the Surviving Corporation; all claims, demands, properties, rights, privileges, powers, and franchises and every other interest of either of the Merging Corporation and the Surviving Corporation shall be the property of the Surviving Corporation; title to any real estate vested by deed or otherwise in either of the constituent entities shall not revert or be in any way impaired by reason of the Merger but shall be vested in the Surviving Corporation; all debts liabilities and duties of the respective constituent entities shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties have been incurred or contracted by the Surviving Corporation; and the Surviving Corporation shall indemnify and hold harmless the members, managers, officers and directors of each of the constituent entities against all such debt, liabilities, and duties and against all claims and demands arising out of the Merger.

(g) Amendment; Termination. This Plan of Merger may be amended or terminated at any time prior to the Effective Time by written agreement of the parties.

(h) Further Assurances. As requested by the Surviving Corporation, each of the constituent entities will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable to vest in and confirm to the Surviving Corporation title to and possession of all the property of either of the constituent entities acquired by the Surviving Corporation by reason of or as a result of the Merger and otherwise carry out the intent and purposes of this Plan of Merger.

(i) Counterparts; Electronic Signatures. This Plan of Merger may be executed in one or more counterparts, including by electronic signature, all of which taken together shall constitute one executed original. Portable Document Format or other electronic copies of this Plan of Merger shall be deemed originals for all purposes.

4. Changes to Surviving Corporation's Articles of Incorporation. The merger will not effect any changes to the articles of incorporation of the Surviving Corporation.

[Remainder of Page Intentionally Blank. Signature Page Follows]

IN WITNESS WHEREOF, the undersigned Surviving Corporation and Merging Corporation have caused this Plan of Merger to be executed as of the date first written above.

SURVIVING CORPORATION

THE RICHARD W. SORENSON FAMILY
FOUNDATION, INC., a Florida not for profit
corporation

By: /s/ Ryan T. Roth
Ryan T. Roth
Secretary

MERGING CORPORATION

THE RICHARD W. SORENSON FAMILY
FOUNDATION, INC., a Connecticut
nonstock corporation

By: /s/ Ryan T. Roth
Ryan T. Roth
Secretary

[Signature page to Agreement and Plan of Merger]