

N220000007383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

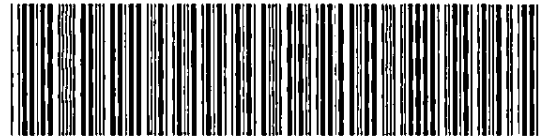
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 JUN 28 AM 10:27

2022 JUN 28 AM 11:21

CLERK OF THE COURT
JAIL HOUSE - FLORIDA

CLERK OF THE COURT
JAIL HOUSE - FLORIDA

Morgan
7/6/21
DC

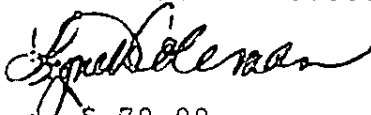
FILE 2ND

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

ACCOUNT NO. : I20000000195

REFERENCE : 773698 8066051

AUTHORIZATION



COST LIMIT : \$70.00

ORDER DATE : June 27, 2022

ORDER TIME : 10:35 AM

ORDER NO. : 773698-005

CUSTOMER NO: 8066051

ARTICLES OF MERGER

THE FRANK VIGGIANO SCHOLARSHIP
FOUNDATION, INC.

INTO

THE FRANK VIGGIANO SCHOLARSHIP
FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2022

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, INC.
Ref. Number: N22000007383

We have received your document for THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

NONE OF THE DATES SHOWN IN THE DOCUMENT SHOULD BE DATED BEFORE JUNE 28, 2022 SINCE THE SURVIVING CORPORATION WAS NOT FORMED BEFORE JUNE 28, 2022. THE CORPORATION MUST BE IN EXISTENCE BEFORE THE MEMBERS OR DIRECTORS OF THE CORPORATION CAN ADOPT THE MERGER DOCUMENTS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 322A00014735

RECEIVED
2022 JUL -5 PM 3:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: _____

Audit #

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

ARTICLE I MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
THE FRANK JOHN VIGGIANO SCHOLARSHIP FOUNDATION, INC. 4469 Caicos Ct. Sarasota FL 34233	New Jersey	Not-For-Profit Corporation

Florida Document/Registration Number:

ARTICLE II SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, INC. 4469 Caicos Ct. Sarasota FL 34233	Florida	Not-For-Profit Corporation

Florida Document/Registration Number:

ARTICLE III PLAN OF MERGER

The attached Plan of Merger meets the requirements of Section 617.1101, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 617, Florida Statutes.

Audit #

00228459.WPD;1

FILED
2022 JUN 28 AM 10:27
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Audit #

ARTICLE IV
EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V
ADOPTION OF MERGER BY SURVIVING PARTY

There are no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of the surviving corporation on June 1, 2022. The number of directors in office was 3 (three). The number of directors who voted in favor of the Plan of Merger was three (3) and those voted against was zero (0).

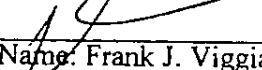
ARTICLE VI
ADOPTION OF MERGER BY MERGING PARTY

There are no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of the merging corporation on June 1, 2022. The number of directors in office was 3 (three). The number of directors who voted in favor of the Plan of Merger was three (3) and those voted against was zero (0).

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 28th day of June, 2022.

“MERGING PARTY”

THE FRANK JOHN VIGGIANO
SCHOLARSHIP FOUNDATION, INC.,
a New Jersey Not-For-Profit Corporation

By: 
Print Name: Frank J. Viggiano
Its: President

“SURVIVING PARTY”

THE FRANK VIGGIANO SCHOLARSHIP
FOUNDATION, INC., a Florida Not-For-
Profit Corporation

By: 
Print Name: Frank J. Viggiano
Its: President

Audit #

**PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
THE FRANK JOHN VIGGIANO SCHOLARSHIP FOUNDATION, INC.
WITH AND INTO
THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, INC.**

THIS PLAN OF MERGER ("Agreement") is entered into on June 28, 2022 (by and between THE FRANK JOHN VIGGIANO SCHOLARSHIP FOUNDATION, INC. a New Jersey Not-For-Profit corporation (the "Merging Corporation"), located at 15 N. Alpine Drive, Lake Hopatcong, NJ 07849 and THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, INC., a Florida Not-For-Profit corporation (the "Surviving Corporation"), located at 4469 Caicos Ct., Sarasota, FL 34233 (collectively, the "Constituent Entities"). The Agreement, which was adopted and approved by each of the Constituent Entities in accordance with Florida Statutes 617.1101 and 2018 New Jersey Revised Statutes Title 15A.

RECITALS

A. There are no Members of either the Merging Corporation or the Surviving Corporation and both entities are managed by their Board of Directors.

B. The Board of Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation have deemed it advisable that the Merging Corporation be merged with and into the Surviving Corporation under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the State of Florida and State of New Jersey (the "Merger").

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree pursuant to the applicable laws of the State of Florida, that the Merging Corporation shall be, and it is hereby is, as of the effective date of the merger as set forth in the Articles of Merger (the "Effective Date"), merged with and into the Surviving Corporation; and, that the terms and conditions of the Merger and the mode of carrying the same into effect are and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete as hereby incorporated herein.
2. **Name and Jurisdiction of the Constituent Entities.**

a) **Merging Corporation**

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
The Frank John Viggiano Scholarship Foundation Inc. 15 N. Alpine Drive Lake Hopatcong, NJ 07849	New Jersey	Not-For-Profit Corporation	0101010148

b) Surviving Corporation

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
The Frank Viggiano Scholarship Foundation Inc. 4469 Caicos Ct. Sarasota, Florida 34233	Florida	Not-For-Profit Corporation	

3. **Merger; Effectivness.** The name of the Surviving Corporation shall be THE FRANK VIGGIANO SCHOLARSHIP FOUNDATION, Inc., a Florida Not-For-Profit corporation, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Corporation are as set forth in the Articles of Incorporation of the Surviving Corporation (as filed with the Secretary of State of Florida), from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the Merging Corporation, except insofar as it may continued by statute, shall cease, pursuant to the laws of the State of Florida.

4. **Business Purpose.** Upon the Effective Date of the Merger, the business purpose of the Surviving Corporation shall be the business purpose of the Merging Corporation.

5. **Articles of Incorporation.** From and after the Effective Date of the Merger and until further amended as provided by the laws of the State of Florida, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation as filed with the Secretary of State.

6. **Management.** The management of the Surviving Corporation and the process for electing Directors of the Surviving Corporation shall be as provided in the Bylaws of the Surviving Corporation.

7. **Effect of Merger.**

a. On the Effective Date of the Merger, the Surviving Corporation shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporation, and all property, real, personal and mixed, of the Merging Corporation and all debts due the Merging Corporation on whatever account, as well as for share subscriptions and all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Corporation as they were of the Merging Corporation, and the title of any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. The Surviving Corporation may record a certified copy of the Articles of Merger in any county in which the Merging Corporation holds an interest in real property.

b. If at any time after the Effective Date of the Merger, the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Merging Corporation or otherwise carry out the provisions of this Agreement, the proper officers of the Merging Corporation last in office shall execute and deliver upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

8. **Filing with the Florida Secretary of State.** The Merging Corporation and the Surviving Corporation shall cause their respective officers and managers to execute the Articles of Merger in the form annexed to this Agreement, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles of Merger and shall become an exhibit to such Articles of Merger. In accordance with Florida Statutes, the Articles of Merger shall be effective on the Effective Date of the Merger.


9. **Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as allowed by Florida law.

10. **Amendment and Waiver.** Either Constituent Entity may at any time prior to the Effective Date of the Merger by appropriate action taken and duly authorized in accordance with applicable law waive any of the terms and conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, that after a favorable vote by the shareholders or members of a party hereto, any such action shall be taken by that party only if, in the opinion of its officers and directors and managers and managing members, respectively, so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the shareholders and members, respectively, of such party and will not require resolicitation of any proxies of such shareholders and members.

IN WITNESS WHEREOF, each Constituent Entity has caused this Agreement to be executed by its appropriate authorized officer as of the date set forth above.

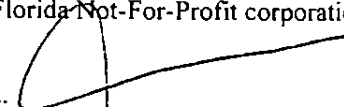
MERGING CORPORATION

THE FRANK JOHN VIGGIANO
SCHOLARSHIP FOUNDATION, INC.,
a New Jersey Not-For-Profit corporation

By: 
Print Name: Frank J. Viggiano
Its: President

SURVIVING CORPORATION

THE FRANK VIGGIANO
SCHOLARSHIP FOUNDATION, INC.,
a Florida Not-For-Profit corporation

By: 
Print Name: Frank J. Viggiano
Its: President