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MERGER OR SHARE EXCHANGE
Whitehall Foundation (Florida), Inc.

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF MERGER
OF
WHITEHALL FOUNDATION, INC.
a New Jersey nonprofit corporation
WITH AND INTO
WHITEHALL FOUNDATION (FLORIDA), INC.,
a Florida not for profit corporation**

Pursuant to the Sections 617.1101 – 617.1108 of the Florida Statutes, the following Articles of Merger are submitted to merge the following corporations (the “Merger”) in accordance with the Florida not for profit corporation act (the “Act”):

FIRST: The exact name, entity type, and jurisdiction of the merging entity is:

WHITEHALL FOUNDATION, INC., a New Jersey nonprofit corporation (the “Merging Company”).

SECOND: The exact name, entity type, and jurisdiction of the surviving entity is:

WHITEHALL FOUNDATION (FLORIDA), INC., a
Florida not for profit corporation (the “Surviving Company”).

THIRD: A copy of the Plan of Merger (the “Plan of Merger”) is attached hereto as Exhibit “A” and is incorporated by reference into these Articles of Merger as if fully restated herein.

FOURTH: The Merger is permitted by the laws of the State of New Jersey, the domestic jurisdiction of the Merging Company; the Merger and the principal terms of the Plan of Merger were unanimously approved by the board of trustees and the members of the Merging Company by joint written consent dated as of November 21, 2022.

FIFTH: The merger is permitted by the laws of the State of Florida, the domestic jurisdiction of Surviving Company, and was unanimously approved by joint written consent of the directors and the members of the Surviving Company, dated as of November 21, 2022, pursuant to Sections 617.0701, 617.0821, and 617.1103 of the Florida Statutes.

SIXTH: The effective date of the Merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

[Signatures hereto contained on following page.]

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles of Merger to be signed in its corporate name and on its behalf by its duly authorized officer as of the 21st day of November, 2022.

WHITEHALL FOUNDATION INC., a New Jersey nonprofit corporation

By: /s/ Kenneth S. Beall, Jr.
Name: Kenneth S Beall Jr.
Title: President

By: /s/ Catherine M. Thomas
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary

WHITEHALL FOUNDATION (FLORIDA), INC., a Florida not for profit corporation

By: /s/ Kenneth S. Beall, Jr.
Name: Kenneth S Beall Jr.
Title: President

By: /s/ Catherine M. Thomas
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary

EXHIBIT A
PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of November 21, 2022 (the "Agreement"), is entered into by and between Whitehall Foundation, Inc., a New Jersey nonprofit corporation ("Whitehall New Jersey"), and Whitehall Foundation (Florida), Inc., a Florida not for profit corporation ("Whitehall Florida").

BACKGROUND

In order to domesticate Whitehall New Jersey from New Jersey to Florida, the respective Boards of Directors of Whitehall New Jersey and Whitehall Florida believe that it is in the best interests of Whitehall New Jersey and Whitehall Florida to consummate the merger of Whitehall New Jersey with and into Whitehall Florida under and pursuant to the provisions of this Agreement, the New Jersey Nonprofit Corporation Act (the "NJ Act"), and the Florida Not for Profit Corporation Act (the "FL Act").

TERMS

In consideration of the mutual agreements contained in this Agreement, the parties agree on the terms as set forth below.

1. Merger. Whitehall New Jersey shall be merged with and into Whitehall Florida (the "Merger").

2. Effective Time. The Merger shall become effective immediately upon the filing of Articles of Merger, substantially in the form attached hereto as Exhibit A, with the Secretary of State of the State of Florida in accordance with the FL Act and in such form as is required by the applicable law of the State of Florida, is duly filed with, and accepted for record by, the Secretary of State of the State of Florida or at such other time as specified in the Certificate of Merger (the "Effective Time").

3. Surviving Corporation. Whitehall Florida shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Florida. At the Effective Time, the separate corporate existence of Whitehall New Jersey shall cease.

4. Governing Documents. At the Effective Time, (i) the Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time will remain in effect until amended in the manner prescribed by the provisions of the FL Act and (ii) the Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time will remain in effect until amended in the manner prescribed by the provisions of the FL Act.

5. Board of Directors and Officers. The members of the Board of Directors of Whitehall Florida immediately following the Effective Time shall be the members of the Board of Directors of the Surviving Company immediately following the Effective Time. The officers of Whitehall Florida immediately prior to the Effective Time shall be the officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of Whitehall Florida, or until their respective successors are elected and qualified.

6. Rights and Liabilities of Whitehall New Jersey. At and after the Effective Time, and all in the manner of and as more fully set forth in the NJ Act and the FL Act, the title to all real estate and other property, or any interest therein, owned by each of Whitehall New Jersey and Whitehall Florida shall be vested in Whitehall Florida without reversion or impairment; Whitehall Florida shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public

and private, and all of the property, real, personal and mixed, of each of Whitehall New Jersey and Whitehall Florida without reversion or impairment; Whitehall Florida shall thereafter be responsible and liable for all of the liabilities and obligations of each of Whitehall New Jersey and Whitehall Florida; any claim existing or action or proceeding pending by or against Whitehall New Jersey and Whitehall Florida may be continued as if the Merger did not occur or Whitehall Florida may be substituted for Whitehall New Jersey in the proceeding; neither the rights of creditors nor any liens upon the property of Whitehall New Jersey and Whitehall Florida will be impaired by the Merger; and Whitehall Florida shall indemnify and hold harmless the officers and directors of each of the parties to this Agreement against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

10. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of Whitehall New Jersey and Whitehall Florida at any time prior to the Effective Time, for any reason whatsoever as determined in the sole discretion of the Boards of Directors of Whitehall New Jersey and Whitehall Florida.

11. Amendment. The Boards of Directors of the parties to this Agreement may amend this Agreement at any time prior to the Effective Time.

12. Registered Office. The registered office of Whitehall Florida in the State of Florida is located at 1200 South Pine Island Road, Plantation, FL 33324, and the name of the registered agent of Whitehall Florida at such address is C T Corporation System.

13. Inspection of Agreement. Executed copies of this Agreement will be on file at the principal place of business of Whitehall Florida at 220 Sunrise Avenue, Suite 211 Palm Beach, FL 33480. A copy of this Agreement shall be furnished by Whitehall Florida, on request and without cost, to any shareholder or stockholder of either Whitehall New Jersey or Whitehall Florida.

14. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Florida.

15. Service of Process. On and after the Effective Time, Whitehall Florida agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of Whitehall New Jersey or Whitehall Florida arising from the Merger.

16. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which together shall be deemed one and the same instrument.

[Signatures Appear on the Following Page.]

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of the date first written above.

WHITEHALL FOUNDATION, INC., a New Jersey nonprofit corporation

DocuSigned by:
By: Kenneth S. Beall, Jr.
75E048F9785D4A3...
Name: Kenneth S Beall Jr.
Title: President

DocuSigned by:
By: Cm
88E44E327ABD4A1...
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary

WHITEHALL FOUNDATION (FLORIDA), INC. a Florida not for profit corporation

DocuSigned by:
By: Kenneth S. Beall, Jr.
75E048F9785D4A3...
Name: Kenneth S Beall Jr.
Title: President

DocuSigned by:
By: Cm
88E44E327ABD4A1...
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary

EXHIBIT A
ARTICLES OF MERGER
OF
WHITEHALL FOUNDATION, INC.
a New Jersey nonprofit corporation
WITH AND INTO
WHITEHALL FOUNDATION (FLORIDA), INC.,
a Florida not for profit corporation

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SECOND: The exact name, entity type, and jurisdiction of the surviving entity is:

WHITEHALL FOUNDATION (FLORIDA), INC., a
Florida not for profit corporation (the “Surviving Company”).

THIRD: A copy of the Plan of Merger (the “Plan of Merger”) is attached hereto as Exhibit “A” and is incorporated by reference into these Articles of Merger as if fully restated herein.

FOURTH: The Merger is permitted by the laws of the State of New Jersey, the domestic jurisdiction of the Merging Company; the Merger and the principal terms of the Plan of Merger were unanimously approved by the board of trustees and members of the Merging Company by joint written consent dated as of November 21, 2022.

FIFTH: The merger is permitted by the laws of the State of Florida, the domestic jurisdiction of Surviving Company, and was unanimously approved by joint written consent of the directors and the members of the Surviving Company, dated as of November 21, 2022, pursuant to Sections 617.0701, 617.0821, and 617.1103 of the Florida Statutes.

SIXTH: The effective date of the Merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

[Signatures hereto contained on following page.]

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles of Merger to be signed in its corporate name and on its behalf by its duly authorized officer as of the 21st day of November, 2022.

WHITEHALL FOUNDATION INC., a New Jersey nonprofit corporation

By: _____
Name: Kenneth S Beall Jr.
Title: President

By: _____
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary

WHITEHALL FOUNDATION (FLORIDA), INC., a Florida not for profit corporation

By: _____
Name: Kenneth S Beall Jr.
Title: President

By: _____
Name: Catherine M. Thomas
Title: Vice President, Treasurer, and Corporate Secretary