

N23000013754

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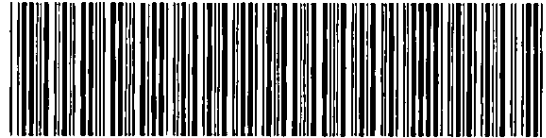
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Al Ruckriegel & David Adams Charitable Foundation, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Edward B. Weinberg

(Contact Person)

Lynch Cox Gilman & Goodman, PSC

(Firm/Company)

500 W Jefferson Street, Ste. 2100

(Address)

Louisville, KY 40202

(City/State and Zip Code)

For further information concerning this matter, please call:

Edward B. Weinberg

(Name of Contact Person)

At (502) 589 4215

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)
Al Ruckriegel & David Adams Charitable FOUNDATION, INC.	Florida	N23000013754

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Al Ruckriegel & David Adams Charitable FOUNDATION, INC.	Indiana	201703201186888
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 11/10/2023. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 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



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 11/10/2023. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

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>
Al Ruckriegel & David Adams Charitable Foundation (an Indiana corporation)		Al Ruckriegel, President
Al Ruckriegel & David Adams Charitable Foundation (a Florida corporation)		Al Ruckriegel, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Al Ruckriegel & David Adams Charitable Foundation, Inc.

Florida

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

Name

Jurisdiction

Al Ruckriegel & David Adams Charitable Foundation, Inc.

Indiana

The terms and conditions of the merger are as follows:

See attached Exhibit A

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows:

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 10th day of November, 2023, by and between (i) **AL RUCKRIEGEL & DAVID ADAMS CHARITABLE FOUNDATION, INC.**, an Indiana not for profit corporation ("Foundation Indiana"), and (ii) **AL RUCKRIEGEL & DAVID ADAMS CHARITABLE FOUNDATION, INC.**, a Florida not for profit corporation ("Foundation Florida").

1. MERGER.

1.1 Merger of Foundation Indiana With and Into Foundation Florida. Subject to the terms and conditions of this Agreement, Foundation Indiana shall be merged with and into Foundation Florida ("Merger"), effective as of the later of (i) 12:00:01 a.m. on November 10, 2023, or (ii) the filing of appropriate Articles of Merger with the Secretary of State of the State of Florida, and the filing of Articles of Merger with the Indiana Secretary of State ("Effective Time"). At the Effective time, the separate existence of Foundation Indiana as a corporation shall thereupon cease; and Foundation Florida shall be the surviving entity in the merger ("Surviving Corporation"). The Surviving Corporation shall be named **Al Ruckriegel & David Adams Charitable Foundation, Inc.** The separate existence of the Surviving Corporation, with all its purposes, objects, rights, privileges, powers, franchises and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the laws of the State of Florida and State of Indiana.

1.2 Effect of Merger. At and after the Effective Time:

(a) The Surviving Corporation shall possess all of the respective rights, privileges, powers, franchises and interests of Foundation Indiana in and to every type of property (real, personal and mixed), and choses in action, all of which shall be transferred to, and vested in, the Surviving Corporation by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against Foundation Indiana may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Foundation Indiana in such action or proceeding.

(b) The Surviving Corporation shall be liable for all liabilities of Foundation Indiana, and all debts, liabilities, obligations and contracts of Foundation Indiana, whether matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on the balance sheet, books of account or records of Foundation Indiana, shall be those of the Surviving Corporation, and shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens on properties of the Surviving Corporation shall be preserved unimpaired.

1.3 Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Foundation Indiana acquired or to be acquired by the Surviving Corporation as a result of, or in

connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement, Foundation Indiana and the proper officers and directors of Foundation Indiana shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments and assurances in law, (b) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and (c) otherwise carry out the purposes of this Agreement. The President of the Surviving Corporation is fully authorized in the name of the Surviving Corporation or otherwise to take any and all such actions.

2. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation ("Articles") shall be as presently in existence of Foundation Florida.

3. BYLAWS. Effective upon the Merger, the Bylaws of the Surviving Corporation ("Bylaws") shall be in the form of the Bylaws previously agreed upon by the Board of Directors of Foundation Florida.

4. BOARD OF DIRECTORS. From and after the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons named in the Articles of Foundation Florida.

5. OFFICERS. From and after the Effective Date, the following persons shall remain as officers of Foundation Florida:

Al Ruckriegel	President
David Adams	Vice President, Secretary/Treasurer
Terri Conley	Vice President

6. MISCELLANEOUS.

6.1 Captions, Sections References. Section titles or captions contained in this Agreement are inserted only as a matter of convenience and reference, and in no way define, limit, extend or describe the scope of this Agreement, or the intent of any provision hereof. All references herein to Sections shall refer to Sections of this Agreement unless the context clearly requires otherwise.

6.2 Number and Gender. Unless the context otherwise requires, when used herein, the singular shall include the plural, the plural shall include the singular, and all nouns, pronouns and any variations thereof shall be deemed to refer to the masculine, feminine or neuter, as the identity of the person or persons may require.

6.3 Severability. If any provision of this Agreement, or the application thereof to any person, entity or circumstances, shall be invalid or unenforceable to any extent, the remainder of this Agreement, and the application of such provision to other persons, entities or circumstances, shall not be affected thereby and shall be enforced to the greatest extent permitted by law.

6.4 Construction. The parties have participated jointly in the negotiation and drafting of this Agreement. If any ambiguity or question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the parties and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any of the provisions of this Agreement.

6.5 Applicable Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to its conflict of laws rules.

6.6 Counterparts. This Agreement may be executed in any number of counterparts and all such counterparts shall, for all purposes, constitute one agreement, binding upon the parties hereto, notwithstanding that all parties are not signatory to the same counterpart.

IN WITNESS WHEREOF, the parties have entered into this Agreement as of the date first written above.

**AL RUCKRIEGEL & DAVID ADAMS CHARITABLE
FOUNDATION, INC., an Indiana Corporation**

By: 
Al Ruckriegel

Title: President
("Foundation Indiana")

**AL RUCKRIEGEL & DAVID ADAMS CHARITABLE
FOUNDATION, INC., a Florida Corporation**

By: 
Al Ruckriegel

Title: President
("Foundation Florida")