

11/8/2018

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MERGER OR SHARE EXCHANGE
Constructive Management Foundation

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ARTICLES OF MERGER
 (Not for Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FL

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)
Constructive Management Foundation	Rhode Island	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Farago Foundation, Inc.	Florida	N26093
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 9/10/2018. 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 9/10/2018. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

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

Constructive Management Foundation

Jurisdiction

Rhode Island

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

Name

The Farago Foundation, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

See the attached Plan of Merger.

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

n/a

Other provisions relating to the merger are as follows:

n/a

Exhibit A

Plan of Merger

Dated as of September 10, 2018

WHEREAS, The Farago Foundation, Inc., a Florida not-for-profit corporation, was incorporated in the State of Florida on March 28, 2001 ("Farago");

WHEREAS, the dominant purpose of Farago was and is to operate exclusively for charitable, cultural, medical and educational purposes, so long as all distributee organizations, and at all times operated, as organizations described in 501(c)(3) of the Internal Revenue Code of 1986;

WHEREAS, Constructive Management Foundation, a Rhode Island non-profit corporation, was incorporated in the State of Rhode Island on April 25, 1988 ("Constructive");

WHEREAS, the dominant purpose of Constructive is and will be to make charitable gifts to qualified organizations; and

WHEREAS, neither Farago nor Constructive has members;

NOW THEREFORE, the unanimous Board of Directors of Farago and the unanimous Board of Directors of Constructive, hereby adopt the following plan of merging into a single corporation:

1. Farago shall merge with and Into Constructive (the "Merger")
2. The surviving corporation shall be Constructive.
2. That a grant representing approximately one-half (1/2) of the assets of Farago shall be made to NEO Philanthropy;

3. All remaining assets of Farago shall be transferred and delivered to Constructive, and Constructive shall simultaneously herewith assume all the obligations and liabilities of Farago.

4. From and after the effective date of the Merger, until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of Constructive as in effect immediately prior to the Merger shall be and continue to be the Articles of Incorporation and Bylaws of Constructive.

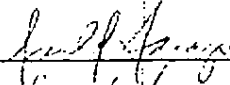
5. The persons who are directors and officers of Constructive immediately prior to the Merger shall, until otherwise changed in the manner provided by law, continue as the directors and officers of Constructive following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of Constructive.

6. Constructive, as the surviving corporation, agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation previously to suit in the State of Florida.

7. The effective date of the merger shall be upon filing with the States of Rhode Island and Florida.

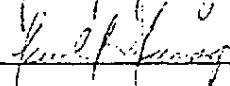
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
or an officer.Typed or Printed Name of Individual & Title

The Farago Foundation, Inc.



Paul R. Farago, President

Constructive Management Foundation



Paul R. Farago, President