

# N47502

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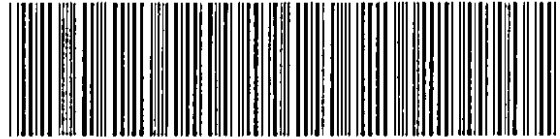
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TALLAHASSEE, FLORIDA

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JUN 01 2020



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 27, 2020

CAPITAL CONNECTION, INC.

SUBJECT: THE KISLAK FAMILY FOUNDATION, INC.  
Ref. Number: N47502

We have received your document for THE KISLAK FAMILY FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 220A00010504

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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE KISLAK FAMILY FOUNDATION, INC.

Signature \_\_\_\_\_

Requested by: SETH

05/27/20

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Kislak Family 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:

Paul Rampell, Esq.

\_\_\_\_\_  
(Contact Person)

Law Office of Paul Rampell

\_\_\_\_\_  
(Firm/Company)

400 Royal Palm Way Suite 410

\_\_\_\_\_  
(Address)

Palm Beach, FL 33480-4027

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Paul Rampell, Esq.

\_\_\_\_\_  
(Name of Contact Person)

At ( 561 ) 833-1116  
(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)
The Kislak Family Foundation, Inc.	FL	N47502

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jay I. Kislak Foundation, Inc.	FL	N03321

**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** 06 / 30 / 2020 (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 May 7, 2020. The number of directors in office was 4. The vote for the plan was as follows: 4 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 May 7, 2020. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

The Kislak Family Foundation, Inc.

Thomas Bartelmo, Treasurer

Jay I. Kislak Foundation, Inc.

Thomas Bartelmo, Treasurer

## 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

The Kislak Family Foundation, Inc.

Jurisdiction

FL

The name and jurisdiction of each merging corporation:

Name

Jay I. Kislak Foundation, Inc.

Jurisdiction

FL

The terms and conditions of the merger are as follows:

1. The merger shall be effective as of June 30, 2020.
2. Until altered, amended or repealed, the By-Laws of The Kislak Family Foundation, Inc. in effect on the effective date of the merger shall be the By-Laws of the surviving corporation.
3. The Directors of the surviving corporation shall consist of the persons who are the Directors of The Kislak Family Foundation, Inc. as of the effective date of the merger.
4. The Kislak Family Foundation, Inc. is tax-exempt charitable foundation under I.R.C. 501(c)(3) and shall use all assets received from the Jay I. Kislak Foundation, Inc. solely for charitable, scientific, literary or educational purposes within the meaning of I.R.C. 501(c)(3).

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

None

Other provisions relating to the merger are as follows:

As of the effective date of the merger, (a) the surviving corporation shall possess all the rights, privileges, immunities and powers of each corporation party to the merger; (b) the title to all property, or any interest therein, owned by each corporation party to the merger shall be vested in the surviving corporation without reversion or impairment; and (c) the surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.