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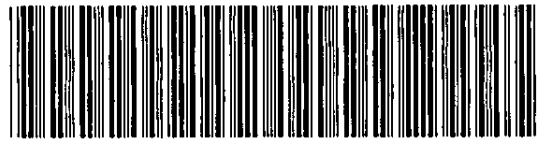
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merger/nc
NOV 16 2015
R. White

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

ACCOUNT NO. : I20000000195

REFERENCE : 871774 7199649

AUTHORIZATION :

COST LIMIT : \$10.00



ORDER DATE : November 13, 2015

ORDER TIME : 3:41 PM

ORDER NO. : 871774-005

CUSTOMER NO: 7199649

ARTICLES OF MERGER

MILITARY ORDER OF THE PURPLE
HEART SERVICE FOUNDATION, INC.

INTO

PURPLE HEART SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender EXT 62956

EXAMINER'S INITIALS: _____

15 NOV 13 AM 11:22

**ARTICLES OF MERGER
OF
MILITARY ORDER OF THE PURPLE HEART SERVICE FOUNDATION, INC.
INTO
PURPLE HEART SERVICES, INC.**

Pursuant to Section 617.1105 of the Florida Business Corporation Act (the "FL Business Act") and Section 181.1105 of the Wisconsin Statutes, the undersigned corporations executed the following Articles of Merger, and certify that:

1. Military Order of the Purple Heart Service Foundation, Inc., a Wisconsin not for profit corporation ("Merging Corporation"), shall be merged with and into Purple Heart Services, Inc., a Florida not for profit corporation (the "PHS" and, following the Merger, the "Surviving Corporation"), with Florida document number (N93000001915). As a result of the Merger, the name of the Surviving Corporation shall be changed to Military Order of the Purple Heart Service Foundation, Inc., in accordance with the attached Plan of Merger.

2. The Plan of Merger pursuant to which the Merging Corporation shall be merged with and into PHS (the "Merger") is attached as Annex A.

3. The Merging Corporation does not have a fee simple ownership interest in any Wisconsin real estate.

4. The Merger shall become effective at 5:00 p.m. EST on November 16, 2015.

5. No members of the Merging Corporation are entitled to vote on the Merger. The number of directors on the board of directors of the Merging Corporation was thirteen (13). The Plan of Merger was unanimously adopted by the board of directors of the Merging Corporation.

6. No members of PHS are entitled to vote on the Merger. The number of directors on the board of directors of PHS was six (6). The Plan of Merger was unanimously adopted by the board of directors of PHS.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of MILITARY ORDER OF THE PURPLE HEART SERVICE FOUNDATION, INC. and PURPLE HEART SERVICES, INC. as of November 12, 2015.

MILITARY ORDER OF THE PURPLE
HEART SERVICE FOUNDATION, INC.

B William A. Woolie y :
Name: William A. Woolie
Title: Senior Vice-President

PURPLE HEART SERVICES, INC.

B William A. Woolie y :
Name: William A. Woolie
Title: President

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), submitted in compliance with Section 617.1101 of the Florida Not For Profit Corporation Act (the "Act") and Section 181.1105 of the Wisconsin Statutes, sets forth the merger of the Military Order of the Purple Heart Service Foundation, Inc., a Wisconsin not for profit corporation ("Merging Corporation"), with and into Purple Heart Services, Inc., a Florida not for profit corporation (the "PHS" and, following the Merger, the "Surviving Corporation").

Section 1. The Parties. The Merging Corporation shall be merged with and into PHS, with PHS the surviving corporation. As part of the Merger (as defined below), PHS shall change its name to Military Order of the Purple Heart Service Foundation, Inc.

Section 2. No Member Rights. Neither the Merging Corporation nor PHS has any members entitled to vote on the Merger.

Section 3. Terms and Conditions of Merger.

(i) The Merger shall become effective at 5:00 p.m. EST on November 16, 2015 (the "Effective Time").

(ii) At the Effective Time, the Merging Corporation will be merged with and into PHS, and PHS will be the Surviving Corporation and will continue to exist under the name Military Order of the Purple Heart Service Foundation, Inc. (the "Merger"). At the Effective Time, by operation of law, the separate corporate existence of the Merging Corporation shall cease.

(iii) At the Effective Time, by operation of law, PHS will succeed to all of the assets and liabilities of the Merging Corporation.

(iv) The Articles of Incorporation of PHS, as in effect immediately prior to the Effective Time, shall be amended and restated by the Amended and Restated Articles attached hereto as Schedule 1 (the "Amended and Restated Articles"). The Amended and Restated Articles shall be the articles of incorporation of the Surviving Corporation until changed, altered or amended as therein provided and in the manner prescribed the provisions of the Act.

(v) The Bylaws of PHS, as in effect immediately prior to the Effective Time, shall remain and be the Bylaws of the Surviving Corporation until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

(vi) Each of the members of the Merging Corporation and PHS immediately

prior to the Effective Time, shall automatically and without any further action of the parties, become members of the Surviving Corporation. No member of the Merging Corporation, PHS or the Surviving Corporation shall have any voting rights.

IN WITNESS WHEREOF, this Plan of Merger has been executed by a duly authorized officer of each of MILITARY ORDER OF THE PURPLE HEART SERVICE FOUNDATION, INC. and PURPLE HEART SERVICE, INC. as of November 12, 2015.

MILITARY ORDER OF THE PURPLE
HEART SERVICE FOUNDATION, INC.

B William A. Wroolie :
Name: William A. Wroolie
Title: Senior Vice-President

PURPLE HEART SERVICE, INC.

B William A. Wroolie :
Name: William A. Wroolie
Title: President

Schedule 1

AMENDED AND RESTATED ARTICLES OF SURVIVING CORPORATION

(SEE ATTACHED)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MILITARY ORDER OF THE PURPLE HEART
SERVICE FOUNDATION, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

Name

The name of the corporation is Military Order of the Purple Heart Service Foundation, Inc. (the "Corporation").

ARTICLE II

The address of the principal office of the Corporation is 7008 Little River Turnpike, Suite D, [P.O. Box 49], Annandale, Virginia 22003.

ARTICLE III

Purposes

The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code").

Without limiting the generality of the foregoing, the primary purpose of the Corporation shall be to provide for service, welfare and rehabilitation of the wounded, disabled and handicapped veteran, his/her surviving spouse, orphans and fellow veterans; to promote employment opportunities for such person or persons; to engage in educating the public about veterans' affairs and issues of importance to veterans; and otherwise to assist those who have *sacrificed so much for our country*; to engage in any and all operations necessary or incidental to the carrying out of these objectives, including the raising of funds for:

- (1) Service, welfare, and rehabilitation work in connection with the members of the Military Order of the Purple Heart of the United States of America, Inc., those who are eligible for membership in the Military Order of the Purple Heart of the United States of America, Inc., or any wounded, disabled, and/or handicapped veteran, his/her surviving spouse, orphan or survivors, either by contribution to the Military Order of the Purple Heart of the United States of America, Inc. or to independently assist in such work.
- (2) Support and maintenance of liaison service in any or all of the offices of the United States Veterans Administration, soldiers homes, or other administration offices of veterans' affairs wherever and whenever deemed necessary.

- (3) Support and maintenance of legislative services, which consist of advising and conferring with the executive offices of the several bureaus and departments of the United States Government on any and all matters of interest and importance to the veteran, and appearing before members or committees of Congress or on a state and local basis on any such matters as may properly be the subject of legislation.
- (4) Any other purpose consistent with the programs of the Military Order of the Purple Heart of the United States of America, Inc.

ARTICLE IV

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) or (3).

ARTICLE V

Members

The Corporation shall have no members with voting rights. All voting power, including without limitation power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors. From time to time the Corporation may establish one or more classes of nonvoting members; and the designation of each class and the qualifications, rights and duties of its members shall be as specified in the bylaws.

ARTICLE VI

Directors

The Corporation shall be governed by a Board of Directors. The number, manner of election or appointment, qualifications and terms of Directors shall be as set forth in the Bylaws of the Corporation adopted by the Directors. Such provisions shall not be in conflict with the provisions and requirements of Chapter 617 of the 2014 Florida Statutes (or the corresponding provisions of any future Florida statutes).

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the voting directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Military Order of the Purple Heart of the United States of America, Inc., a congressionally chartered corporation, if it is then described in each of I.R.C. Sections 170(c)(3), 501(c)(4) or 501(c)(19), 2055(a)(4) and 2522(a)(4) to be used for purposes substantially similar to those of the Corporation, and if the Military Order of the Purple Heart of the United States of America, Inc. is not then described in each of the aforesaid I.R.C. sections, to one or more other organizations then described in each of the aforesaid I.R.C. sections having purposes substantially similar to those of the Corporation or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the registered office of the Corporation is then located.

ARTICLE IX

Registered Agent

The initial street address of the Corporation's registered office is 6 Jasmine Drive, Palm Coast, Florida 32137 (the "Registered Office"). The initial registered agent for the Corporation at the Registered Office is Mary Lou Keener, Esq.

ARTICLE X

Indemnification

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to

the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

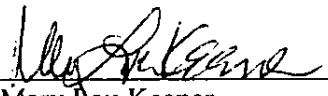
WITNESSETH:

That, Military Order of the Purple Heart Service Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Mary Lou Keener, Esq., located at 6 Jasmine Drive, Palm Coast, FL 32137, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 5th day of August 2015.



Mary Lou Keener
Registered Agent