

N93000003582

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H120002216163)))



H120002216163ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FILED
2012 SEP - 7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

12 SEP 11 AM 8:11

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Museum Associates, LACMA

Certificate of Status	0
Certified Copy	0
Page Count	074
Estimated Charge	\$70.00

Re-Send
917

Attn: Annette

Never got
Processed

9/7/2012

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

EFFECTIVE DATE
9/30/12

FILED

2012 SEP -7 PM 3:19

ARTICLES OF MERGER
(Not for Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
<u>Museum Associates, dba LACMA</u>	<u>California</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Foundation for the Advancement of</u>	<u>Florida</u>	<u>N93000003582</u>
<u>Mesoamerican Studies, Inc.</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 9/30/12 (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).

(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 23, 2012. The number of directors in office was 54. The vote for the plan was as follows: 30 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 _____

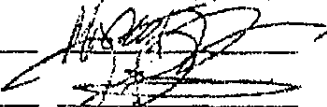
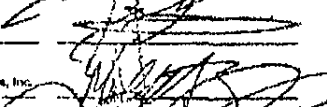

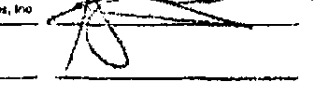
SECTION II

(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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ 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>
Museum Associates		Michael Govan, Director and CEO
Museum Associates		Fredric Goldstein, Secretary
Foundation for the Advancement of Mesopotamian Studies, Inc.		Michael Govan, Chairman
Foundation for the Advancement of Mesopotamian Studies, Inc.		Fredric Goldstein, Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), dated as of the 23rd day of May, 2012, is between Museum Associates, a nonprofit public benefit corporation organized under the laws of the state of California having no members, doing business as the Los Angeles County Museum of Art ("Surviving Corporation" or "LACMA") and the Foundation for the Advancement of Mesoamerican Studies, Inc., a nonprofit private operating foundation organized under the laws of the state of Florida of which LACMA is the sole voting member (the "Disappearing Corporation" or "FAMSI" and, together with LACMA, the "Constituent Corporations").

I. Parties' Intent. The Parties intend by this Agreement to set forth the terms and conditions of a merger of FAMSI with and into LACMA (the "Merger"), subject to approvals as required by law and by the respective articles of incorporation and bylaws of the parties.

II. Constituent Corporations. The corporation surviving the Merger shall be LACMA. The corporation disappearing after the Merger shall be FAMSI.

III. Effective Date. When all applicable laws have been complied with and all necessary authorizations, approvals and consents have been received, a copy of this Agreement, together with an officer's certificate of each Constituent Corporation, shall be submitted by the Surviving Corporation to each of the California Secretary of State and, together with Articles of Merger, the Florida Secretary of State. The Merger shall become effective on September 30, 2012 (the "Effective Date") subject to all necessary notices and filings.

IV. Approvals and Consents. This merger is subject to receipt of the approval of any person or persons required by law or by the articles of incorporation or bylaws, or analogous constituent documentation, of the Constituent Corporations, including without limitation the approval of the Board of Trustees of LACMA, the Board of Directors of FAMSI, and LACMA as the sole member of FAMSI, or otherwise as may be necessary to maintain the tax-exempt status of the Surviving Corporation. If any such approval is not obtained, this Agreement shall be terminated, as provided in Section VII below.

V. Statement of Merger. It is agreed by the parties that, on the Effective Date, (a) the Disappearing Corporation shall be merged with and into the Surviving Corporation, (b) the corporate existence of the Surviving Corporation shall continue, and (c) the separate corporate existence of the Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights and immunities of the Disappearing Corporation shall be merged into and vested in the Surviving Corporation and the corporate identity, existence, name, purposes, powers, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

The Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Disappearing Corporation, and shall be subject to all of the Disappearing Corporation's debts, liabilities and trust obligations in the same manner as if the Surviving Corporation had itself incurred them, and all rights of creditors and all liens and other obligations on or arising from the property of each Constituent Corporation shall be preserved unimpaired, provided that

the liens and trust obligations upon property of the Disappearing Corporation shall be limited to the property affected thereby immediately prior to the Effective Date.

VI. Articles and Bylaws. The Surviving Corporation's articles of incorporation and bylaws in effect immediately preceding the Effective Date shall be and remain in effect until amended or repealed as provided by law.

VII. Service of Process. The Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the Disappearing Corporation and irrevocably appoints the Florida Department of State as its agent to accept service of process in any such proceeding.

VIII. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent of the Board of Trustees of the Surviving Corporation and the Board of Directors of the Disappearing Corporation.

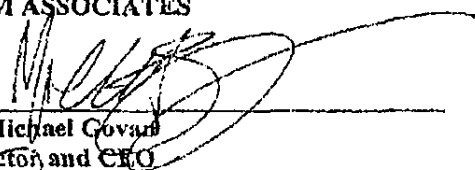
IX. Miscellaneous

- A. Amendments.** This Agreement may be amended at any time prior to the Effective Date only in writing signed by the parties hereto, and subject to approval by the Board or Directors or Board of Trustees, as applicable, of the Constituent Corporations.
- B. Governing Law.** Except to the extent that Florida law may govern the Merger hereunder, this Agreement shall be governed by the laws of the State of California.
- C. Entire Agreement.** This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.

[signature page follows]

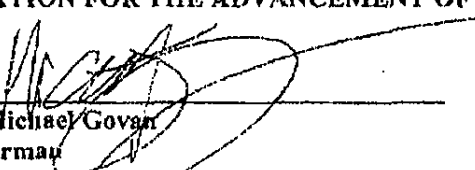
In Witness hereof, each of the Constituent Corporations has executed this Agreement as of the day and year first above written.

MUSEUM ASSOCIATES

By: 
Name: Michael Govan
Its: Director and CEO

By: 
Name: Fredric H. Goldstein
Its: Secretary

FOUNDATION FOR THE ADVANCEMENT OF MESOAMERICAN STUDIES, INC.

By: 
Name: Michael Govan
Its: Chairman

By: 
Name: Fredric H. Goldstein
Its: Secretary