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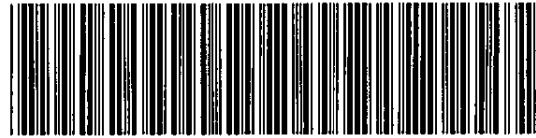
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 941442 5148343
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : December 26, 2013

ORDER TIME : 3:49 PM

ORDER NO. : 941442-005

CUSTOMER NO: 5148343

ARTICLES OF MERGER

BETTER WAY FOUNDATION, INC.

INTO

SIEBEN FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
1-1-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC 27 PM 11:47

**ARTICLES OF MERGER of
BETTER WAY FOUNDATION, INC.,
a Florida nonprofit corporation, into
SIEBEN FOUNDATION, INC.,
a Minnesota nonprofit corporation**

Pursuant to the provisions of Florida Statutes, section 617.1105, and Minnesota Statutes, section 317A.615, the undersigned officers of Better Way Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation") and Sieben Foundation, Inc., a Minnesota nonprofit corporation (the "Minnesota Foundation") hereby certify that:

1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which the Florida Foundation will be merged with and into the Minnesota Foundation.
2. The Plan of Merger ("Plan") was duly adopted and approved by a majority of all the directors then in office at a duly held meeting of the Board of Directors of the Florida Foundation on November 19, 2013, in accordance with the provisions of Florida Statutes, section 617.1103. The Board of Directors of the Florida Foundation has seven members. The vote was five for the Plan and one against the Plan.
3. The Plan was duly adopted and approved by a majority of all the directors then in office at a duly held meeting of the Board of Directors of the Minnesota Foundation on December 13, 2013, in accordance with the provisions of Minnesota Statutes, Chapter 317A.613. The Board of Directors of the Minnesota Foundation has ~~six~~ members. The vote was 10 for the Plan and 0 against the Plan, one absent eleven.
4. Neither the Florida Foundation nor the Minnesota Foundation have members with voting rights.
5. The Florida Foundation and the Minnesota Foundation are both exempt from federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code; therefore, pursuant to Minnesota Statutes, section 317A.811, subd. 6, Minnesota Statutes, section 317A.811 is not applicable.
6. The merger shall be effective at 12:01 a.m. Central Time, on January 1, 2014.

Dated: December 13, 2013

BETTER WAY FOUNDATION, INC.

SIEBEN FOUNDATION, INC.

By Margaret Green-Rauenhorst
Margaret Green-Rauenhorst
President

By _____
Jeffrey Rauenhorst
President

**ARTICLES OF MERGER of
BETTER WAY FOUNDATION, INC.,
a Florida nonprofit corporation, into
SIEBEN FOUNDATION, INC.,
a Minnesota nonprofit corporation**

Pursuant to the provisions of Florida Statutes, section 617.1105, and Minnesota Statutes, section 317A.615, the undersigned officers of Better Way Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation") and Sieben Foundation, Inc., a Minnesota nonprofit corporation (the "Minnesota Foundation") hereby certify that:

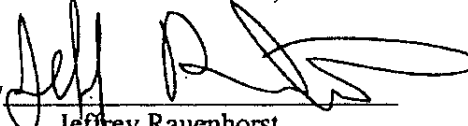
1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which the Florida Foundation will be merged with and into the Minnesota Foundation.
2. The Plan of Merger ("Plan") was duly adopted and approved by a majority of all the directors then in office at a duly held meeting of the Board of Directors of the Florida Foundation on November 19, 2013, in accordance with the provisions of Florida Statutes, section 617.1103. The Board of Directors of the Florida Foundation has seven members. The vote was five for the Plan and one against the Plan.
3. The Plan was duly adopted and approved by a majority of all the directors then in office at a duly held meeting of the Board of Directors of the Minnesota Foundation on December 13, 2013, in accordance with the provisions of Minnesota Statutes, Chapter 317A.613. The Board of Directors of the Minnesota Foundation has six members. The vote was ___ for the Plan and ___ against the Plan.
4. Neither the Florida Foundation nor the Minnesota Foundation have members with voting rights.
5. The Florida Foundation and the Minnesota Foundation are both exempt from federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code; therefore, pursuant to Minnesota Statutes, section 317A.811, subd. 6, Minnesota Statutes, section 317A.811 is not applicable.
6. The merger shall be effective at 12:01 a.m. Central Time, on January 1, 2014.

Dated: December 13, 2013

BETTER WAY FOUNDATION, INC.

By _____
Margaret Green-Rauenhorst
President

SIEBEN FOUNDATION, INC.

By _____
Jeffrey Rauenhorst
President

**Plan of Merger of
BETTER WAY FOUNDATION, INC.,
a Florida nonprofit corporation, into
SIEBEN FOUNDATION, INC.,
a Minnesota nonprofit corporation**

1. Merging Corporations. The names of the corporations proposing to merge are Better Way Foundation, Inc. (the "Florida Foundation"), a Florida nonprofit corporation, and Sieben Foundation, Inc. (the "Minnesota Foundation"), a Minnesota nonprofit corporation. The Florida Foundation shall merge with and into the Minnesota Foundation.

2. Surviving Corporation. The Minnesota Foundation shall be the surviving corporation and shall continue its existence as a nonprofit corporation under the laws of the State of Minnesota.

3. Terms and Conditions. The merger shall be subject to the following terms and conditions:

- a) The Board of Directors of the Florida Foundation or the Minnesota Foundation may abandon this Plan of Merger at any time prior to the filing of this Plan of Merger with the Minnesota Secretary of State and the Florida Secretary of State.
- b) The following persons shall constitute the Board of Directors of the surviving corporation on the effective date of the merger, each to serve through the End of Term Date listed:

| <u>Director</u> | <u>End of Term Date</u> |
|------------------------|-------------------------|
| Steve Cashin | December 31, 2014 |
| Gia Rauenhorst | December 31, 2014 |
| Sr. Gemma Doll | December 31, 2014 |
| Mary Walsh | December 31, 2014 |
| Jeff Rauenhorst | December 31, 2015 |
| Brian Collier | December 31, 2015 |
| Philip Goldman | December 31, 2015 |
| Judy Mahoney | December 31, 2016 |
| Kristine W. Rauenhorst | December 31, 2016 |
| Karen Rauenhorst | December 31, 2016 |
| Ian Widmer | December 31, 2016 |

- c) The Florida Foundation and the Minnesota Foundation have no voting members and the surviving corporation shall have no voting members.

4. Procedure. This merger shall be effective at 12:01 a.m. Central Time, on January 1, 2014, provided that the following events have occurred at or before such time:

Exhibit A

- a) Approval of this Plan of Merger by a majority of the Board of Directors of the Florida Foundation at a duly held meeting, or by action in writing;
 - b) Approval of this Plan of Merger by a majority of the Board of Directors of the Minnesota Foundation at a duly held meeting, or by action in writing; and
 - c) Filing of Articles of Merger with the Minnesota Secretary of State in accordance with Minnesota Statutes, section 317A.615.
 - d) Filing of Articles of Merger with the Florida Secretary of State in accordance with Florida Statutes, section 617.1105:
5. Governing Law. The surviving corporation shall be governed by the law of the State of Minnesota.
6. Articles of Incorporation and Bylaws.
- a) The Amended and Restated Articles of Incorporation of the surviving corporation shall be amended as follows as of the effective date of the merger:

1. Article I of the Articles is deleted and the following inserted in lieu thereof:

ARTICLE I

The name of this corporation shall be: Better Way
Foundation

2. Article IV(c) of the Articles is corrected by deleting the reference to Section 4043(a) and replacing it with Section 4943(a).
3. Article VIII of the Articles is amended by adding the following text to the end of Article VIII:

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action required or permitted to be taken at a meeting of a committee may be taken by written action signed, or consented to by authenticated electronic communication, by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. All directors or committee members, as the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

Exhibit A

4. Article XII of the Articles is corrected by deleting the reference to Section 502(c)(3) and replacing it with Section 501(c)(3).

b) The Bylaws of the surviving corporation shall continue in effect as of the effective date of the merger.

7. Attorney General. A copy of the certificate of merger shall be filed with the Minnesota Attorney General pursuant to Minnesota Statutes section 317A.811.