

N96000003319

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE WEILER FOUNDATION, a California corporation not qualified in Florida

INTO

THE WEILER FOUNDATION, INC., a Florida corporation, N96000003319

File date: October 2, 1997

Corporate Specialist: Velma Shepard

N96000003319

ENGELBERG, CANTOR, LEONE & MILGRIM, P.L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 986-3900

FAX (954) 981-2300

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P.A.

JERALD C. CANTOR, P.A.

FREDERICK LEONE, JR., P.A.

PALM BEACH OFFICE
125 WORTH AVENUE

PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

September 29, 1997

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

300002308619--3
-10/01/97--01061--013
****122.50 ****122.50

RE: Articles of Merger
Agreement of Merger
The Weiler Foundation, Inc.

Dear Sir/Madam:

We have prepared and enclose herein the following:

- (1) Articles of Merger of The Weiler Foundation, Inc.
- (2) Agreement of Merger of The Weiler Foundation, Inc.

Additionally, please find our firm's check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) made payable to the Secretary of State representing your fee for filing said documents.

Kindly file the enclosed Articles of Merger and Agreement of Merger and return a certified copy of the same to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,


FREDERICK LEONE, JR.
For the Firm

VS OCT 9 1997

FL:nh
Enclosures

Merger

FILED
OCT -2 PM 3:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

FILED
97 OCT -2 PM 3:46
STATE OF FLORIDA

The undersigned, BARTLETT BURNAP and CHRISTIANE BURNAP, being the President and Secretary, respectively, of THE WEILER FOUNDATION, a nonprofit public benefit corporation organized pursuant to the laws of the State of California, and of THE WEILER FOUNDATION, INC., a not-for-profit corporation organized pursuant to the laws of the State of Florida, do hereby certify:

1. The name of each Constituent Corporation is as follows:

THE WEILER FOUNDATION
THE WEILER FOUNDATION, INC.

The name of the Surviving Corporation is THE WEILER FOUNDATION, INC.

2. THE WEILER FOUNDATION has no members and is governed by a board consisting of three (3) directors. THE WEILER FOUNDATION, INC. has no members and is governed by a board consisting of three (3) directors.

3. There are no amendments or changes to the Articles of Incorporation of the Surviving Corporation to be effected by this merger.

4. The effective date of Merger of THE WEILER FOUNDATION into THE WEILER FOUNDATION, INC. shall be the 1st day of October, 1997.

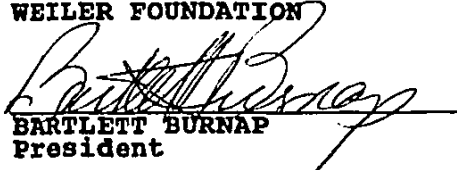
5. a. The merger of THE WEILER FOUNDATION and THE WEILER FOUNDATION, INC. was authorized in respect to THE WEILER FOUNDATION, a Constituent Corporation, by unanimous consent of its directors on the 1st day of August, 1997.

- b. The merger of THE WEILER FOUNDATION and THE WEILER FOUNDATION, INC. was authorized in respect to THE WEILER FOUNDATION, INC., a Constituent Corporation, by unanimous consent of its directors on the 1st day of August, 1997.

6. A copy of the Agreement of Merger is attached hereto. The plan of merger has not been abandoned.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 1st day of August, 1997.

THE WEILER FOUNDATION

By: 

BARTLETT BURNAP
President

(Additional signatures are contained on the following page.)

By: Christiane Burnap
CHRISTIANE BURNAP
Secretary

THE WEILER FOUNDATION, INC.

By: Bartlett Burnap
BARTLETT BURNAP
President

By: Christiane Burnap
CHRISTIANE BURNAP
Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

HAVING BEEN DULY SWORN, I hereby certify that I am the President of THE WEILER FOUNDATION and of THE WEILER FOUNDATION, INC.; that I am one of the persons described in and who executed the foregoing certificate; that I have read the same and know its contents, and that the contents contained therein are true.

Bartlett Burnap
BARTLETT BURNAP

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared BARTLETT BURNAP, who, after being duly sworn, did state that he is the President of THE WEILER FOUNDATION and of THE WEILER FOUNDATION, INC.; that he is one of the persons described in and who executed the foregoing document; that he has read the same and knows its contents, and that the contents contained therein are true.

WITNESS my hand and official seal in the County and State last aforesaid the 1st day of August, 1997.

Fredrick Leone Jr.
NOTARY PUBLIC



FREDRICK LEONE JR.
My Commission 00435961
Expires Jan 30 1998
Bonded by HAI
800-422-1555

AGREEMENT OF MERGER

THIS AGREEMENT is effective as of the 1st day of August, 1997, by and between **The Weiler Foundation**, a California nonprofit public benefit corporation (hereinafter referred to as "**Old Weiler**") and **The Weiler Foundation, Inc.**, a Florida not-for-profit corporation (hereinafter referred to as "**New Weiler**").

WITNESSETH

WHEREAS, Old Weiler was formed May 18, 1961, pursuant to the General Nonprofit Corporation Law, Part 1 of Division 2 of Title 1 of the Corporation Code of the State of California with its initial corporate name being the **RALPH J. WEILER FOUNDATION**;

WHEREAS, the Articles of Incorporation of Old Weiler were amended November 25, 1985 to change the name of the corporation to its present name;

WHEREAS, New Weiler was formed June 21, 1996, pursuant to the Not-For-Profit Corporation Act of the State of Florida;

WHEREAS, Old Weiler and New Weiler each have no members and are governed by boards consisting of the same three (3) individuals;

WHEREAS, New Weiler received a favorable determination from the Internal Revenue Service on November 6, 1996, that it is exempt from income tax under Internal Revenue Code Section (IRC Sect.) 501(a) as an organization described in IRC Sect. 501(c)(3), and

WHEREAS, the governing boards of Old Weiler and of New Weiler have determined that the charitable activities of both organizations could be better managed and operated if a merger of the two corporations was made, and if the surviving corporation was New Weiler;

NOW, THEREFORE, in consideration of the mutual premises made herein, and for other good and valuable consideration the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

1. CONSTITUENT CORPORATIONS: The constituent corporations are as follows:

a) **The Weiler Foundation ("Old Weiler")**, which was formed pursuant to the laws of the State of California on May 18, 1961, and

b) **The Weiler Foundation, Inc. ("New Weiler")**, which was formed pursuant to the laws of the State of Florida on June 21, 1996.

2. TERMS AND CONDITIONS: The effective date of the merger

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October
shall be ~~August~~ 1, 1997. On said date, Old Weiler shall disappear and New Weiler shall be the surviving corporation and shall succeed, without other transfer, to all the rights and property of Old Weiler and shall be subject to all the debts and liabilities of Old Weiler and to any trust obligation that Old Weiler may have with respect to its property.

3. AMENDMENT TO ARTICLES OF NEW WEILER: There shall be no amendments to the Articles of Incorporation of New Weiler as a result of the merger.

4. AMENDMENT TO BYLAWS OF NEW WEILER: There shall be no amendments to the Bylaws of New Weiler as a result of the merger.

IN WITNESS WHEREOF, the parties hereto, by and through their designated officers, have signed this agreement effective as of the date first above written.

THE WEILER FOUNDATION
("Old Weiler")

By: 

BARLETT BURNAP
President

By: 

CHRISTINE BURNAP
Secretary

(Additional signatures are contained on the following page.)

F. L. L. J.

[Signature]

F. L. L. J.

[Signature]

THE WEILER FOUNDATION, INC.
("New Weiler")

By:

[Signature]
BARTLETT BURNAP
President

By:

[Signature]
CHRISTINE BURNAP
Secretary