

SEP/30/2015/RED 22

FAX No.

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Division of Corporations

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**N96000006583**

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Division of Corporations  
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**MERGER OR SHARE EXCHANGE****The Cafesjian Family Foundation, Inc.**

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**EFFECTIVE DATE**9-30-2015

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FILED P. 003  
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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER  
OF  
THE CAFESJIAN FAMILY FOUNDATION, INC., a Florida nonprofit corporation  
INTO  
THE CAFESJIAN FAMILY FOUNDATION, INC., a Minnesota nonprofit corporation**

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "FL Act") and Section 317A.615 of the Minnesota Nonprofit Corporation Act (the "MN Act"), the undersigned corporations hereby execute the following Articles of Merger:

1. The name and jurisdiction of incorporation of each constituent entity are:

<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Cafesjian Family Foundation, Inc. ("TCFF")	Florida	Nonprofit corporation
N96000006583		
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Cafesjian Family Foundation, Inc. ("CFF")	Minnesota	Nonprofit corporation

**EFFECTIVE DATE**  
9-30-2015

2. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), and incorporated herein by reference, sets forth the terms and conditions of the merger.

3. The Plan of Merger has been adopted by the required consent of the board of directors of TCFF in accordance with Section 617.1103 of the FL Act and of CFF in accordance with Section 317A.613 of the MN Act. Neither TCFF nor CFF has any members.

4. The effective time and date of the merger shall be the later of 12:01 a.m. on September 30, 2015, or the date in which the Articles of Merger are filed with the Florida Secretary of State and the Minnesota Secretary of State.

5. Notice to the Minnesota attorney general is not required pursuant to Section 317A.811, Subd. 6 of the Minnesota Statutes. A copy of the certificate of merger shall be sent to the Minnesota attorney general.

6. CFF shall be the surviving entity of the merger, and its name shall remain, Cafesjian Family Foundation, Inc.

7. The Articles of Incorporation of CFF, as now in force and effect, shall be its Articles of Incorporation following the merger.

8. A copy of the Plan of Merger will be furnished by CFF upon request and without cost to the board of directors of TCFF or to the board of directors of CFF.

\*\*\*Signature Page to Articles of Merger Follows\*\*\*

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Entered into as of September 21, 2015.

**TCFF:**

**THE CAFESJIAN FAMILY FOUNDATION, INC.**

By: Kathleen N. Baradaran  
Name: Kathleen N. Baradaran  
Its: President

**CFF:**

**THE CAFESJIAN FAMILY FOUNDATION, INC.**

By: Kathleen N. Baradaran  
Name: Kathleen N. Baradaran  
Its: President

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**EXHIBIT A**

**See attached Agreement and Plan of Merger.**

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**AGREEMENT AND PLAN OF MERGER  
 OF  
 THE CAFESJIAN FAMILY FOUNDATION, INC., a Florida nonprofit corporation  
 INTO  
 THE CAFESJIAN FAMILY FOUNDATION, INC., a Minnesota nonprofit corporation**

This Agreement and Plan of Merger (the "Plan of Merger") is entered into by The Cafesjian Family Foundation, Inc., a Florida nonprofit corporation, and The Cafesjian Family Foundation, Inc., a Minnesota nonprofit corporation, effective as of the date set forth below.

**ARTICLE 1.  
 MERGER OF COMPANIES**

1.1) Constituent Companies. The names and addresses of the constituent companies are The Cafesjian Family Foundation, Inc., a Florida nonprofit corporation ("TCFF"), 150 South Fifth Street, Suite 1360, Minneapolis, Minnesota 55402, and The Cafesjian Family Foundation, Inc., a Minnesota nonprofit corporation ("CFF"), 150 South Fifth Street, Suite 1360, Minneapolis, Minnesota 55402 (each of TCFF and CFF, a "Constituent Company," and together, the "Constituent Companies"). The Constituent Companies shall be combined by the merger of TCFF with and into CFF, with CFF as the surviving company (the "Surviving Company"), pursuant to the applicable provisions of the Florida Not For Profit Corporation Act (the "FL Act") and the Minnesota Nonprofit Corporation Act (the "MN Act") (the "Merger").

**ARTICLE 2.  
 MEANS OF EFFECTING REORGANIZATION AND  
 MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) The Merger. The Merger shall be effective on the later of 12:01 am on September 30, 2015, or the date in which the Articles of Merger are filed with the Florida Secretary of State and the Minnesota Secretary of State (the "Effective Time"). At the Effective Time, TCFF shall be merged with and into CFF in accordance with the provisions of the FL Act and the MN Act, whereupon the separate company existence of TCFF shall cease, and CFF shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of CFF as the Surviving Company.

2.2) Succession. As of the Effective Time, CFF shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both Constituent Companies. The title to any real property or any interest therein, vested by deed or otherwise, in either Constituent Company shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of either of the Constituent Companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the Constituent Companies shall become those of CFF and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by CFF.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the Constituent Companies to any of the property rights of the Constituent Companies, the appropriate officer or director of the Constituent Companies is hereby authorized to execute, to acknowledge, and to deliver all such instruments of further assurance, and to do all acts or things, in the name of the Constituent Companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Conversion of Ownership Interests. Neither TCFF nor CFF has any members or other ownership interests.

### ARTICLE 3. ORGANIZATION OF THE SURVIVING COMPANY

3.1) Articles of Incorporation of the Surviving Company. The Articles of Incorporation of the Surviving Company shall be the existing Articles of Incorporation of CFF in effect prior to the Effective Time until thereafter amended in accordance with applicable law and/or the MN Act.

3.2) Bylaws of the Surviving Company. From and after the Effective Time, the Bylaws of the Surviving Company shall be the Bylaws of the Surviving Company that were duly approved by the board of directors of CFF and by the board of directors of TCFF on September 15 2015 to be effective from and after the Effective Time (the "Bylaws"), until such Bylaws of the Surviving Company are thereafter amended in accordance with applicable law and/or the MN Act.

3.3) Board of Directors of the Surviving Company. From and after the Effective Time, the Board of Directors of the Surviving Company shall be the individuals as listed on Exhibit A attached hereto.

3.4) Officers of the Surviving Company. From and after the Effective Time, the Officers of the Surviving Company shall be the individuals as listed on Exhibit B attached hereto, each of which will serve until the first meeting of the Board of Directors of the Surviving Company, and until their successors are duly elected and qualified, or until their earlier death, resignation, removal, or disqualification.

**\*\*\*Signature Page to Agreement and Plan of Merger Follows\*\*\***

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Entered into as of September 21, 2015.

**TCFF:**

**THE CAFESJIAN FAMILY FOUNDATION, INC.**

By: Kathleen N. Baradaran  
Name: Kathleen N. Baradaran  
Its: President

**CFF:**

**THE CAFESJIAN FAMILY FOUNDATION, INC.**

By: Kathleen N. Baradaran  
Name: Kathleen N. Baradaran  
Its: President



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**EXHIBIT A**

**DIRECTORS OF SURVIVING COMPANY**

Kathleen N. Baradaran  
Thomas Cafesjian  
Carrie Martinson Jones

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**EXHIBIT B**

**OFFICERS OF SURVIVING COMPANY**

**Kathleen N. Baradaran - President, Secretary and Treasurer**

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