

N97000003019

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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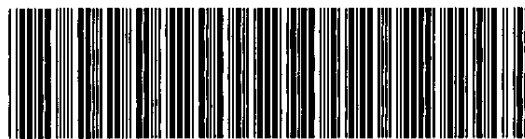
(Business Entity Name)

(Document Number)

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05/26/06--01014--004 \*\*78.75

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06 JUN 12 PM 4: 24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2007 JUN 12 3:00

Marger

Law Offices  
**GOZA AND HALL, P.A.**  
28050 U.S. Hwy. 19 North  
Suite 402, Corporate Square  
Clearwater, Florida 33761-2654

Telephone (727) 799-2625  
Fax (727) 796-8908  
E-Mail [dhall@gozahall.com](mailto:dhall@gozahall.com)

May 25, 2006

**VIA UPS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Gentlemen:

Re: Merger of ELLIS FOUNDATION, INC. (Merging NonProfit Corporation) into  
MARELL FOUNDATION, INC. (Surviving NonProfit Corporation)

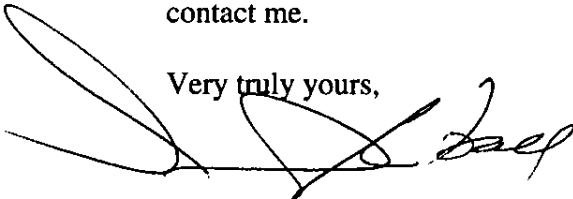
Enclosed please find the original Articles of Merger, with the original Plan of Merger attached. Also enclosed is a photocopy of the same which we ask that you certify and return to this office.

Our check in the amount of \$78.75 is enclosed for your fee.

**PLEASE NOTE IN THE DOCUMENTS THAT THE NAME OF THE SURVIVING CORPORATION SHALL BE CHANGED TO EllMar Foundation, Inc..**

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,



Donald R. Hall  
DRH:dk  
Encs.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 5, 2006

GOZA AND HALL, P.A.  
28050 US HWY 19 N STE 402  
CORPORATE SQUARE  
CLEARWATER, FL 33761-2654

SUBJECT: MARELL FOUNDATION, INC.  
Ref. Number: N97000003019

We have received your document for MARELL FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith  
Document Specialist

Letter Number: 206A00038693

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ELLIS FOUNDATION, INC. 34 W. Orange Street Tarpon Springs, FL 34689	Florida	Not for Profit Corporation

**Florida Document Registration Number:** N06273      **FEI Number:** 59-2471638

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the **surviving** corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MARELL FOUNDATION, INC. 34 W. Orange Street Tarpon Springs, FL 34689	Florida	Not for Profit Corporation

**Florida Document Registration Number:** N97000003019      **FEI Number:** 59-3451317

**THIRD:** As of the date of signing of these Articles of Merger, by unanimous written consent of all of the existing members and Board of Directors of the surviving corporation, Marell Foundation, Inc., the surviving corporation, does hereby change its name to EllMar Foundation, Inc., to be effective May 31, 2006.

**FOURTH:** The merger shall become effective on May 31, 2006.

**FIFTH:** The Plan of Merger is attached.

**SIXTH:** The attached Plan of Merger was **adopted** by unanimous written consent of the members and Board of Directors of the surviving corporation, and the Plan of Merger was executed in accordance with Section 617.0701, Florida Statutes.

**SEVENTH:** The attached Plan of Merger was **adopted** by written consent of a majority of the members and Board of Directors of the merging corporation which was sufficient for approval, and the Plan of Merger was executed in accordance with Section 617.0701, Florida Statutes.

**EIGHTH:** The merger is permitted under Florida law and is not prohibited by the agreement of any member or director or the bylaws or articles of incorporation of either corporation that is a party to the merger.

**NINTH:** The Articles of Merger comply and were executed on the 25<sup>th</sup> day of May, 2006, in accordance with the laws of each party's applicable jurisdiction, which is Florida.

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Ellis Foundation, Inc.	<u>Carol E. Martin</u>	Carol E. Martin, Chairman of the Board
Marell Foundation, Inc.	<u>Carol E. Martin</u>	Carol E. Martin, President

Signed, sealed and delivered  
in the presence of:

Witnesses:

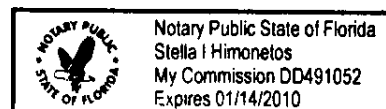
Stella I Himonetos  
Peter J. Pastorelli

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, CAROL E. MARTIN, Chairman of the Board of Ellis Foundation, Inc. and President of Marell Foundation, Inc., who is personally known to me, and she acknowledged before me that she executed the foregoing Articles of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25<sup>th</sup> day of May, 2006.

Stella I Himonetos  
Notary Public  
My Commission Expires:



## PLAN OF MERGER

THIS PLAN OF MERGER is made this 17<sup>th</sup> day of May, 2006, by and between ELLIS FOUNDATION, INC., a Florida not for profit corporation, and MARELL FOUNDATION, INC., a Florida not for profit corporation, who hereby adopt the following plan of merger in compliance with Section 617.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. *The name, address, and jurisdiction of the merging corporation:*

Name and Address

ELLIS FOUNDATION, INC.  
34 W. Orange Street  
Tarpon Springs, FL 34689

Jurisdiction

Florida

2. *The name, address, and jurisdiction of the surviving corporation:*

Name and Address

MARELL FOUNDATION, INC.  
34 W. Orange Street  
Tarpon Springs, FL 34689

Jurisdiction

Florida

3. *The terms and conditions of the merger are:*

On the effective date of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation, and neither the rights or creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

ELLIS FOUNDATION, INC. shall assign, transfer and deliver to MARELL FOUNDATION, INC. all properties, assets, goodwill and business of every kind and description, both real and personal, tangible and intangible, as set forth in Exhibit "A" hereto. MARELL FOUNDATION, INC. agrees to pay, perform, or discharge all debts, liabilities, and obligations, whether accrued, contingent, or otherwise, as set forth in Exhibit "B" hereto.

The obligations of ELLIS FOUNDATION, INC. and MARELL FOUNDATION, INC. as set forth herein, are intended to be a transaction described and constitute a tax-free corporation merger under 507(b)(2) of the Internal Revenue Code, as amended.

4. *A statement of any change in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:*

The members and Board of Directors of the surviving corporation, Marell Foundation, Inc., by unanimous written consent, agreed to change the name of the corporation, to ELLMAR FOUNDATION, INC., effective May 31, 2006, and it shall thereafter be known by that name.

5. *Other provisions relating to the merger are as follows:*

The members and Board of Directors of the merging corporation, ELLIS FOUNDATION, INC., and the members and Board of Directors of the surviving corporation, MARELL FOUNDATION, INC., shall be the members and Board of Directors of ELLMAR FOUNDATION, INC., upon the effective date of the merger, and until their successors have been elected or appointed.

*Handwritten initials and signatures: JFC, CES, JSS, DKA, PE, AS*

6. *The effective date of the merger is:* May 31, 2006.

7. *Miscellaneous:*

This Agreement constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement shall be governed by the laws of the State of Florida.

8. *Counterparts.* This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute but one and the same instrument.

**ELLIS FOUNDATION, INC.**

By a majority of its Members and Board  
Of Directors which is sufficient for approval:

Carol E. Martin

Carol E. Martin

Date: 5-17-06

Helen J. Cahalin

Helen J. Cahalin

Date: 5-17-06

Christine L. Gagnon

Christine L. Gagnon

Date: 5-24-06

**MARELL FOUNDATION, INC.**

By Its Members and Board of Directors

Carol E. Martin

Carol E. Martin

Date: 5-17-06

Peter J. Ristorelli

Peter Ristorelli

Date: 5/19/06

Donald R. Hall

Donald R. Hall

Date: May 19, 2006

"Surviving Corporation"

Stanley G. Gibson, Jr.

Stanley G. Gibson, Jr.

John G. Thompson

John G. Thompson

Date: 5/17/06

"Merging Corporation"

5. *Other provisions relating to the merger are as follows:*

The members and Board of Directors of the merging corporation, ELLIS FOUNDATION, INC., and the members and Board of Directors of the surviving corporation, MARELL FOUNDATION, INC., shall be the members and Board of Directors of <sup>SEB</sup> ELLMAR FOUNDATION, INC., upon the effective date of the merger, and until their successors have been elected or appointed.

6. *The effective date of the merger is:* May 31, 2006.

7. *Miscellaneous:*

This Agreement constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement shall be governed by the laws of the State of Florida.

8. *Counterparts.* This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute but one and the same instrument.

**ELLIS FOUNDATION, INC.**

By a majority of its Members and Board  
Of Directors which is sufficient for approval:

**MARELL FOUNDATION, INC.**

By Its Members and Board of Directors

\_\_\_\_\_  
Carol E. Martin

Date: \_\_\_\_\_

\_\_\_\_\_  
Carol E. Martin

Date: \_\_\_\_\_

\_\_\_\_\_  
Helen Jo Cahalin

Date: \_\_\_\_\_

\_\_\_\_\_  
Peter Ristorcelli

Date: \_\_\_\_\_

\_\_\_\_\_  
Christine L. Gagnon

Date: \_\_\_\_\_

\_\_\_\_\_  
Donald R. Hall

Date: \_\_\_\_\_

  
Stanley G. Gibson, Jr.

Date: 5-18-06

"Surviving Corporation"

\_\_\_\_\_  
John G. Thompson

Date: \_\_\_\_\_

"Merging Corporation"



Signed, sealed and delivered  
in the presence of:

Witnesses as to Carol E. Martin:

Nancy A. Steele  
Print Name: Nancy A. Steele  
S. Sweetman  
Print Name: Sandra Sweetman

Witnesses as to PETER RISTORCELLI:

Irene Goros Hko  
Print Name: Irene Goros Hko  
Barbara A. Brown  
Print Name: Barbara A. Brown

Witnesses as to Helen Jo Cahalin:

Nancy A. Steele  
Print Name: Nancy A. Steele  
S. Sweetman  
Print Name: Sandra Sweetman

Witnesses as to DONALD R. HALL:

Barbara A. Brown  
Print Name: Barbara A. Brown  
Diane E. Norman  
Print Name: DIANE E. NORMAN

Witnesses as to Christine L. Gagnon:

Barbara A. Brown  
Print Name: Barbara A. Brown  
Alicia Norman  
Print Name: Alicia Norman

Witnesses as to Stanley G. Gibson, Jr.:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to John G. Thompson:

Nancy A. Steele  
Print Name: Nancy A. Steele  
S. Sweetman  
Print Name: Sandra Sweetman

Signed, sealed and delivered  
in the presence of:

Witnesses as to Carol E. Martin:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to Helen Jo Cahalin:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to Christine L. Gagnon:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to Stanley G. Gibson, Jr.:

Peter J. Ristorcelli  
Print Name: PETER J. RISTORCELLI

Irene L. Goroshko  
Print Name: Irene L. GOROSHKO

Witnesses as to John G. Thompson:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to PETER RISTORCELLI:

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Witnesses as to DONALD R. HALL:

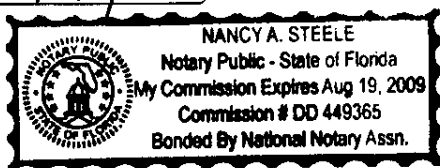
Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **CAROL E. MARTIN**, as Member and Director of Ellis Foundation, Inc. and Marell Foundation, Inc., who is personally known to me, and she acknowledged before me that she executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17 day of May, 2006.

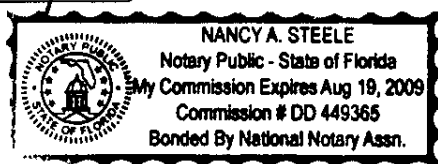


Nancy A. Steele  
Notary Public  
My Commission Expires: 8/19/2009

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

BEFORE ME, personally appeared, **HELEN JO CAHALIN**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and she acknowledged before me that she executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17 day of May, 2006.



Nancy A. Steele  
Notary Public  
My Commission Expires: 8/19/2009

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **CHRISTINE L. GAGNON**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and she acknowledged before me that she executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of May, 2006.

Barbara A. Brown  
Notary Public  
My Commission Expires:



Barbara A. Brown  
MY COMMISSION # DD229964 EXPIRES  
September 29, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

BEFORE ME, personally appeared, **STANLEY G. GIBSON, JR.**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

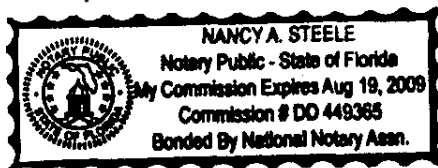
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **JOHN G. THOMPSON**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17 day of May, 2006.



Nancy A. Steele  
Notary Public  
My Commission Expires: 8/19/2009

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **PETER RISTORCELLI**, as Member and Director of Marell Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 19 day of MAY, 2006.

Irene L. Goroshko  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF Pinellas

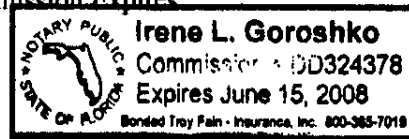
BEFORE ME, personally appeared, **STANLEY G. GIBSON, JR.**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 18 day of MAY, 2006.

Irene L. Goroshko

Notary Public

My Commission Expires:



STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **JOHN G. THOMPSON**, as Member and Director of Ellis Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Notary Public

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **PETER RISTORCELLI**, as Member and Director of Marell Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

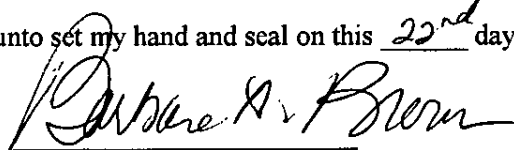
\_\_\_\_\_  
Notary Public

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared, **DONALD R. HALL**, as Member and Director of Marell Foundation, Inc., who is personally known to me, and he acknowledged before me that he executed the foregoing Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 22<sup>nd</sup> day of May, 2006.



Notary Public  
My Commission Expires:



Barbara A. Brown  
MY COMMISSION # DD229964 EXPIRES  
September 29, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.



April 1, 2006 - April 30, 2006

Account Number 23-36196  
ELLIS FOUNDATION

# Account Statement

## Portfolio Summary

	Value as of April 30, 2006	Value as of March 31, 2006	Change in Value	Tax Cost	Estimated Annual Income	Current Yield	% of Assets
Equity Securities	\$ 4,972,270.70	\$ 4,898,889.45	\$ 98,381.25	\$ 2,692,728.05	\$ 98,240.79	2.0%	46.4%
Large Cap	151,981.50	143,028.40	8,953.10	96,538.40	1,942.00	1.3%	3.5%
Mid Cap	372,516.30	340,715.50	\$ 139,135.15	\$ 2,997,877.39	11,279.16	3.0%	51.3%
International	\$ 5,821,768.50	\$ 5,382,633.35	\$ 7,184.63	3,259,697.51	\$ 111,481.95	2.0%	
Total Equity Securities	3,262,842.58	3,270,026.71	(\$ 7,184.63)	\$ 3,259,697.51	\$ 155,284.09	4.8%	18.8%
Fixed Income Securities							
Corporate/Government	\$ 3,262,842.08	\$ 3,270,026.71	(\$ 59,987.39)	1,973,533.80	\$ 84,905.60	4.3%	100.0%
Total Fixed Income Securities	1,970,592.46	2,040,541.85	(\$ 59,989.39)	\$ 1,973,533.80	\$ 282,671.54	3.3%	
Cash and Short Term Investments	\$ 1,980,592.46	\$ 2,040,541.85	\$ 72,001.13				
Cash	\$ 10,765,203.04	\$ 10,693,201.91					
Total Cash and Short Term Investments							
Total Portfolio							

CARLEN REALTY LLC → 01

EXHIBIT A

**EXHIBIT "B"**

**Contingent Liabilities      May 31, 2006**

<b>Pledged Funds</b>	<b>\$2,000,000.00</b>
<b>Restricted Funds</b>	<b><u>\$ 865,176.13</u></b>
<b>Total:</b>	<b>\$2,865,176.13</b>