

PO3000063733

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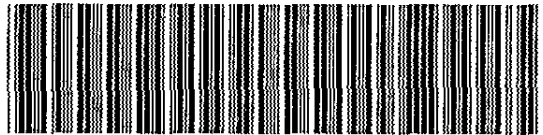
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 132980 100198A

AUTHORIZATION :

COST LIMIT : \$ 70.00

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TALLAHASSEE, FLORIDA

ORDER DATE : June 16, 2003

ORDER TIME : 11:30 AM

ORDER NO. : 132980-005

CUSTOMER NO: 100198A

CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

ARTICLES OF MERGER

THE WEALTH CREATION
FOUNDATION OF FLORIDA, INC.

INTO

THE WEALTH CREATION
FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS: _____

Articles of Merger of The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation and The Wealth Creation Foundation Inc., a Florida corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Fla. Stat. § 607.1105.

ARTICLE I

The name and jurisdiction of the surviving corporation is:

The Wealth Creation Foundation, Inc., a Florida corporation (Doc. No.: P03000063733)

ARTICLE II

The name and jurisdiction of the merging corporation is:

The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation

ARTICLE III

The Plan of Merger is attached hereto and made a part hereof.

ARTICLE IV

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V

The Plan of Merger was adopted by the Board of Directors of The Wealth Creation Foundation, Inc., a Florida corporation, on June 3, 2003 and shareholder approval was not required.

ARTICLE VI

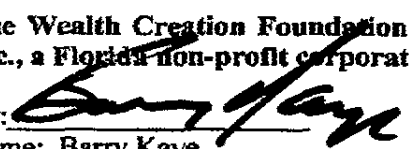
The Plan of Merger was adopted by the Board of Directors of The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, on June 3, 2003 and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned executed these Articles of Merger this 11 day of June, 2003.

**The Wealth Creation Foundation, Inc.,
a Florida corporation**

By: 
Name: Barry Kaye
Title: President

**The Wealth Creation Foundation of Florida,
Inc., a Florida non-profit corporation**

By: 
Name: Barry Kaye
Title: President

Plan of Merger

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with § 617.1103, Florida Statutes, is being submitted in accordance with § 607.1108, Florida Statutes.

ARTICLE I

The name and jurisdiction of the surviving corporation is:

The Wealth Creation Foundation, Inc., a Florida corporation (Doc. No.: P03000063733)

ARTICLE II

The name and jurisdiction of the merging corporation is:

The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation

ARTICLE III

The terms and conditions of the merger are as follows:

1. The Wealth Creation Foundation, Inc., a Florida corporation, and The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, shall, pursuant to the Florida Business Corporation Act, be merged with and into a single corporation upon the effective date of the merger, to wit: The Wealth Creation Foundation, Inc., a Florida corporation ("Surviving Corporation"). The Surviving Corporation shall continue to exist under its present name pursuant to the Florida Business Corporation Act. The separate existence of The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, has no capital stock and, therefore, has no outstanding shares which are entitled to vote.

3. Upon the effective date of the merger, the By-laws of The Wealth Creation Foundation, Inc., a Florida corporation, will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. Upon the effective date of the merger, the directors and officers in office of The Wealth Creation Foundation, Inc., a Florida corporation, shall be the members of the first Board of Directors and the first officers of The Wealth Creation Foundation, Inc., a Florida corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Corporations' By-laws.

5. Upon the effective date of the merger, the issued shares of The Wealth Creation Foundation, Inc., a Florida corporation, shall not be converted in any manner, but each said share, which is issued as of the effective date of the merger, shall continue to represent one issued share of The Wealth Creation Foundation, Inc., a Florida corporation.

6. The Plan of Merger herein made and adopted shall be submitted to the Members of The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, for their adoption or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of The Wealth Creation Foundation of Florida, Inc., a Florida non-profit corporation, with and into The Wealth Creation Foundation, Inc., a Florida corporation, shall be authorized in the manner prescribed by the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been adopted in the manner prescribed by the provisions of and in compliance with the Florida Business Corporation Act, both corporations hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of each corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ARTICLE IV

Upon the effective date of the merger, the Board of Directors of each corporation, respectively, shall (i) meet to determine the manner and basis of converting the shares of each corporation into shares, obligations or other securities of The Wealth Creation Foundation, Inc., a Florida corporation; and (ii) meet to determine the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of The Wealth Creation Foundation, Inc., a Florida corporation.

IN WITNESS WHEREOF, the undersigned executed said Plan of Merger this 11 day of June, 2003.

The Wealth Creation Foundation of Florida, Inc.,
a Florida non-profit corporation

By: 
Name: Barry Kaye
Title: President

The Wealth Creation Foundation, Inc.,
a Florida corporation

By: 
Name: Barry Kaye
Title: President