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MERGER OR SHARE EXCHANGE

AMERICAN FLORAL ENDOWMENT

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**ARTICLES OF MERGER**  
(Not for Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>American Floral Endowment</u>	<u>District of Columbia</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Floriculture Industry Research And</u>	<u>Florida</u>	
<u>Scholarship Trust (FIRST) Inc.</u>		

Third: The Plan of Merger is attached.

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

OR     /    /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

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(Attach additional sheets if necessary)

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**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on June 23, 2006. The number of directors in office was 15. The vote for the plan was as follows: 10 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE)  The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on June 30, 2006. The number of directors in office was 14. The vote for the plan was as follows: 13 FOR 0 AGAINST

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

American Floral Endowment



Wanda Weder, President

Floriculture Industry Research And



Deiliah Onofrey

Scholarship Trust (FIRST) Inc.

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**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>American Floral Endowment</u>	<u>District of Columbia</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Floriculture Industry Research And Scholarship</u>	<u>Florida</u>
<u>Trust (FIRST) Inc.</u>	
<u> </u>	
<u> </u>	
<u> </u>	

The terms and conditions of the merger are as follows:

See Attached Exhibits A and B.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows:

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**EXHIBIT A**

**Plan and Agreement of Merger**

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**PLAN AND AGREEMENT OF MERGER BETWEEN  
AMERICAN FLORISTS ENDOWMENT AND FLORICULTURE INDUSTRY  
RESEARCH AND SCHOLARSHIP TRUST**

This Plan and Agreement of Merger, made and entered into this 31<sup>st</sup> day of March, 2006 by and between the AMERICAN FLORISTS ENDOWMENT, a District of Columbia not-for-profit corporation ("AFE") and FLORICULTURE INDUSTRY RESEARCH AND SCHOLARSHIP TRUST (FIRST), INC., a Florida not-for-profit corporation ("FIRST"), AFE and FIRST being hereinafter referred to jointly as "Constituent Corporations."

**WITNESSETH:**

Whereas, AFE is a corporation organized and existing under the laws of the District of Columbia; and

Whereas, FIRST is a corporation organized and existing under the laws of the State of Florida; and

Whereas, the board of trustees and board of directors of each of the Constituent Corporations deem it advisable, subject to the satisfactory completion of a due diligence analysis by AFE, that FIRST be merged into AFE on the terms and conditions hereinafter set forth, and in accordance with the requirements of the applicable laws of the District of Columbia which permit such mergers;

NOW, THEREFORE, in consideration of the promises and of the agreements, covenants, and conditions hereinafter set forth, AFE and FIRST, by their respective board of trustees and board of directors, hereby agree each with the other as follows:

**ARTICLE I**

AFE and FIRST shall be merged into a single corporation, in accordance with the requirements of the applicable laws of the District of Columbia by FIRST merging with and into AFE, and AFE shall be the surviving corporation of the merger (the "Surviving Corporation").

**ARTICLE II**

Upon the merger's becoming effective:

(1) The Constituent Corporations shall be a single corporation and the name "American Floral Endowment" shall be retained by the Surviving Corporation;

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(2) The separate existence of FIRST shall cease, except to the extent provided for by the laws of the appropriate jurisdiction in the case of a corporation after its merger into another corporation.

(3) The Surviving Corporation shall thereupon possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations, and all property, real, personal, and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in AFE as the Surviving Corporation, without further act or deed, and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert to or be in any way impaired by reason of the merger but shall vest in the Surviving Corporation.

(4) The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporations, and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger;

(5) The Articles of Incorporation of AFE, as existing and constituted immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

(6) The Bylaws in the form attached hereto as Exhibit A or as appropriately amended shall be the Bylaws of the Surviving Corporation.

(7) For all accounting purposes, the effective date of the merger shall be deemed to be the close of business on the 30<sup>th</sup> day of June, 2006, or sooner if practicable, except that adverse discovery during AFE's due diligence process may delay the effective date until discovered issues are resolved to Constituent Corporations' satisfaction, or merger is abandoned consistent with Article VII.

(8) A sub-committee of the Surviving Corporation's Education Committee shall be established to administer previously allocated FIRST Scholarships and may be comprised of board and non-board members of said Surviving Corporation.

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**ARTICLE III**

The Surviving Corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

**ARTICLE IV**

The assets and liabilities of FIRST, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they, respectively, shall, on such date, be carried on the books of FIRST.

**ARTICLE V**

Initially, there shall be 18 trustees of the Surviving Corporation. Fifteen (15) shall be the same persons constituting the current Board of Trustees of AFE. FIRST's Board shall submit for consideration the names of six (6) current FIRST constituents as possible Directors to the Board of Trustees of AFE for positions on the Board of Surviving Corporation. From this list of six (6) nominees the Board of Trustees of AFE shall choose three (3) Directors of FIRST's choice to hold office of the Surviving Corporation on the effective date of the merger, and such persons shall hold office, one until 2007, one until 2008 and one until the 2009 annual meeting of the board of trustees of the Surviving Corporation and until their respective successors are elected, or the Director's position is vacated, according to the bylaws of the Surviving Corporation.

The terms of all officers of the Surviving Corporation shall continue, and each shall be deemed to be the officers of the Surviving Corporation upon the effective date of the merger. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with bylaws of the Surviving Corporation.

**ARTICLE VI**

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of any of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver all such proper assignments, conveyances, and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

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**ARTICLE VII**

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by the adoption of an appropriate resolution by either board of directors abandoning the merger, at any time prior to the filing of the Articles of Merger with the District of Columbia, and by notifying the other Constituent Corporation of the adoption of such resolution. Constituent Corporation who elects to abandon shall pay Ten Thousand Dollars (\$10,000.00) to remaining Constituent party except for abandonment due to misrepresentation, fraud or due diligence discovery that renders the Plan inoperable in the sole opinion of AFE.

**ARTICLE VIII**

This Plan and Agreement of Merger shall be submitted to the trustees of AFE and directors of FIRST as provided by law, and shall take effect and be deemed to the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by a two-thirds (2/3) majority of each of the board of directors of AFE and FIRST in accordance with the requirements of applicable laws of the District of Columbia, and upon the execution, filing and recording of such documents and the doing of such acts as required to accomplish the merger under the provisions of the requirements of the applicable laws of the District of Columbia.

**ARTICLE IX**

Release of information regarding this Plan and Agreement of Merger shall be accomplished jointly by the Constituent Corporations and in writing.

*[Signatures on following page.]*

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IN WITNESS WHEREOF, AFE and FIRST have each caused this Plan and Agreement of Merger to be executed by their respective Presidents as of the day and year first above written.

AMERICAN FLORISTS ENDOWMENT,  
a District of Columbia nonprofit  
corporation

By: Wanda Weder 7/18/06  
Wanda Weder, President

FLORICULTURE INDUSTRY  
RESEARCH AND SCHOLARSHIP  
TRUST (FIRST) INC., a Florida  
nonprofit corporation

By: \_\_\_\_\_  
Delliah Onofrey, President

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**IN WITNESS WHEREOF, AFE and FIRST have each caused this Plan and Agreement of Merger to be executed by their respective Presidents as of the day and year first above written.**

**AMERICAN FLORISTS ENDOWMENT,  
a District of Columbia nonprofit  
corporation**

By: \_\_\_\_\_  
Wanda Weder, President

**FLORICULTURE INDUSTRY  
RESEARCH AND SCHOLARSHIP  
TRUST (FIRST) INC., a Florida  
nonprofit corporation**

By: *Delilah Onofrey*  
Delilah Onofrey, President

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**EXHIBIT B**

**Addendum to Plan and Agreement of Merger**

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**ADDENDUM  
TO  
PLAN AND AGREEMENT OF MERGER  
BETWEEN  
AMERICAN FLORISTS ENDOWMENT  
AND  
FLORICULTURE INDUSTRY RESEARCH AND  
SCHOLARSHIP TRUST (FIRST) INC.**

This Addendum to Plan and Agreement of Merger is made and entered into as of the 30th day of June, 2006 by and between American Florists Endowment (also known as American Floral Endowment), a District of Columbia nonprofit corporation ("AFE") and Floriculture Industry Research and Scholarship Trust (FIRST) Inc., a Florida nonprofit corporation ("FIRST") (AFE and FIRST being hereinafter referred to jointly as the "Constituent Corporations".)

WHEREAS: The Constituent Corporations previously entered into that certain Plan and Agreement of Merger dated as of March 31, 2006 (the "Merger Agreement"); and

WHEREAS: The Constituent Corporations wish to add the following provision to Article II of such Merger Agreement:

"(9) The members of FIRST shall cease to be members of FIRST as of the effective date of the merger of FIRST with and into AFE and such members shall have no membership rights in the Surviving Corporation."

"AFE"

"FIRST"

AMERICAN FLORISTS ENDOWMENT

FLORICULTURE INDUSTRY  
RESEARCH AND SCHOLARSHIP  
TRUST

By: Wanda Weder  
Wanda Weder, President

By: Delilah Onofrey  
Delilah Onofrey, President

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