

Division of Corporations

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758225

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NATIONAL KIDNEY FOUNDATION OF FLORIDA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 21, 2004

NATIONAL KIDNEY FOUNDATION OF FLORIDA, INC.
1040 WOODCOCK RD
SUITE 119
ORLANDO, FL 32803US

SUBJECT: NATIONAL KIDNEY FOUNDATION OF FLORIDA, INC.
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Letter Number: 104A00041033

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ARTICLES OF MERGER
OF
THE NATIONAL KIDNEY FOUNDATION OF SOUTHWEST FLORIDA, INC.
INTO
NATIONAL KIDNEY FOUNDATION OF FLORIDA, INC.

FILE

04 JUN 22 AM 10:

SECRETARY OF STATE
TALLAHASSEE, FLOR

National Kidney Foundation of Florida, Inc., a Florida not-for-profit corporation ("State Foundation"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation ("Chapter Foundation"), with and into State Foundation. State Foundation shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit "A."
2. The effective date of the merger is the close of business of the day upon which the Articles of Merger are filed (the "Effective Date").
3. The foregoing Plan of Merger was:

(a) Approved and adopted by written consent of the Board of Directors of State Foundation on June 1, 2004. There were 10 directors then in office and the vote was unanimous in favor of the Plan of Merger. The number of votes cast for the Plan of Merger by the directors was sufficient for approval in accordance with the Bylaws of State Foundation. Member action was not required.

(b) Approved and adopted by written consent of the Board of Directors of Chapter Foundation on May 1, 2004. There were 3 directors then in office and the vote was unanimous in favor of the Plan of Merger. The number of votes cast for the Plan of Merger by the directors was sufficient for approval in accordance with the Bylaws of Chapter Foundation. Member action was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

The National Kidney Foundation of Southwest
Florida, Inc., a Florida not-for-profit corporation

By: Natalie Schiff
Natalie Schiff
As its President

National Kidney Foundation of Florida, Inc.,
a Florida not-for-profit corporation

By: _____
As its _____

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**ARTICLES OF MERGER
OF
THE NATIONAL KIDNEY FOUNDATION OF SOUTHWEST FLORIDA, INC.
INTO
NATIONAL KIDNEY FOUNDATION OF FLORIDA, INC.**

National Kidney Foundation of Florida, Inc., a Florida not-for-profit corporation ("State Foundation"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation ("Chapter Foundation"), with and into State Foundation. State Foundation shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit "A."
2. The effective date of this merger is the close of business of the day upon which the Articles of Merger are filed (the "Effective Date").

3. The foregoing Plan of Merger was:

(a) Approved and adopted by written consent of the Board of Directors of State Foundation on June 1, 2004. There were 10 directors then in office and the vote was unanimous in favor of the Plan of Merger. The number of votes cast for the Plan of Merger by the directors was sufficient for approval in accordance with the Bylaws of State Foundation. Member action was not required.

(b) Approved and adopted by written consent of the Board of Directors of Chapter Foundation on May 1, 2004. There were 3 directors then in office and the vote was unanimous in favor of the Plan of Merger. The number of votes cast for the Plan of Merger by the directors was sufficient for approval in accordance with the Bylaws of Chapter Foundation. Member action was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

The National Kidney Foundation of Southwest
Florida, Inc., a Florida not-for-profit corporation

By: _____
Natalie Schiff
As its President

National Kidney Foundation of Florida, Inc.,
a Florida not-for-profit corporation

By: Doug Ray
Doug Ray
As its President

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PLAN OF MERGER

National Kidney Foundation of Florida, Inc., a Florida-not-for-profit corporation, and The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation, hereby adopt the following plan as the Plan of Merger required by Section 617.1101, Florida Statutes. The terms of the plan are as follows:

1. The names of the corporations planning to merge are National Kidney Foundation of Florida, Inc., a Florida-not-for-profit corporation ("State Foundation"), and The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation ("Chapter Foundation"). As a result of the merger, Chapter Foundation shall be merged with and into State Foundation. State Foundation shall be the surviving corporation. The parties intended and mistakenly believed that this merger had taken place in approximately 1989 and have operated the State Foundation and Chapter Foundation on this basis. Thus, the merger will consummate the de facto merger that took place in approximately 1989.

2. The merger shall be effective at the close of the business day upon which the Articles of Merger are filed. (the "Effective Date").

3. Neither corporation is authorized to issue stock.

4. Action by the members of Chapter Foundation is not required.

5. Action by the members of State Foundation is not required as the Articles of Incorporation of State Foundation shall not change as an effect of the merger.

6. The board of directors of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of State Foundation and Chapter Foundation this 1st day of June, 2004.

The National Kidney Foundation of Southwest
Florida, Inc.,
a Florida not for profit corporation

By: Natalie Schiff
Natalie Schiff
As its President

National Kidney Foundation of Florida, Inc.,
a Florida not for profit corporation

By: _____
As its _____

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PLAN OF MERGER

National Kidney Foundation of Florida, Inc., a Florida-not-for-profit corporation, and The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation, hereby adopt the following plan as the Plan of Merger required by Section 617.1101, Florida Statutes. The terms of the plan are as follows:

1. The names of the corporations planning to merge are National Kidney Foundation of Florida, Inc., a Florida-not-for-profit corporation ("State Foundation"), and The National Kidney Foundation of Southwest Florida, Inc., a Florida not-for-profit corporation ("Chapter Foundation"). As a result of the merger, Chapter Foundation shall be merged with and into State Foundation. State Foundation shall be the surviving corporation. The parties intended and mistakenly believed that this merger had taken place in approximately 1989 and have operated the State Foundation and Chapter Foundation on this basis. Thus, the merger will consummate the de facto merger that took place in approximately 1989.

2. The merger shall be effective at the close of the business day upon which the Articles of Merger are filed. (the "Effective Date").

3. Neither corporation is authorized to issue stock.

4. Action by the members of Chapter Foundation is not required.

5. Action by the members of State Foundation is not required as the Articles of Incorporation of State Foundation shall not change as an effect of the merger.

6. The board of directors of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of State Foundation and Chapter Foundation this 12 day of June, 2004.

The National Kidney Foundation of Southwest
Florida, Inc.,
a Florida not for profit corporation

By: _____
Natalie Schiff
As its President

National Kidney Foundation of Florida, Inc.,
a Florida not for profit corporation

By: Doug Ray
Doug Ray
As its President

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