

NO 5000002249

Martin C. Boire President
(Requestor's Name)

Support Our Troops
(Address)

P.O. Box 70
(Address)

Daytona Beach FL 32115
(City/State/Zip/Phone #)

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ARTICLES OF MERGER
OF
PENNSYLVANIA SUPPORT OUR TROOPS, INC.
A NONPROFIT NONSTOCK CORPORATION
INTO
SUPPORT OUR TROOPS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I - NAME & AND JURISDICTION OF THE SURVIVING CORPORATION

The surviving corporation is Support Our Troops, Inc., a Florida not for profit corporation, N05000002249, and its articles of incorporation are not changed by this merger.

ARTICLE II - NAME AND JURISDICTION OF THE MERGING CORPORATION

The merging corporation is Pennsylvania Support Our Troops, Inc. (PA#558166).

ARTICLE III - PLAN OF MERGER.

The Plan of Merger is attached and by reference is incorporated herein.

ARTICLE IV - EFFECTIVE DATE OF MERGER

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

ARTICLE V - ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by unanimous written consent of the directors of the surviving corporation and executed in accordance with section 617.0701, Florida Statutes.

ARTICLE VI - ADOPTION OF MERGER BY MERGING CORPORATION

The plan of merger was adopted by unanimous written consent of the members and directors of the merging corporation and executed in accordance with the Pennsylvania Code and section 617.0701, Florida Statutes.

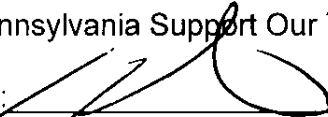
For the Merging Corporation

For the Surviving Corporation

I state under penalty of perjury that to the best of my knowledge the facts herein are true and correct.

Pennsylvania Support Our Troops, Inc.


Support Our Troops, Inc.

BY: 


Martin C. Boire, as President

BY: 

Martin C. Boire, as President



Joseph V. Anania, as Director



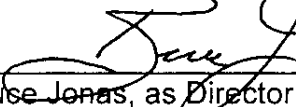
Joseph V. Anania, as Director



Martin C. Boire, as Director



Martin C. Boire, as Director



Bruce Jonas, as Director



Bruce Jonas, as Director

PLAN OF MERGER
OF
PENNSYLVANIA SUPPORT OUR TROOPS, INC.
A PENNSYLVANIA NONPROFIT CORPORATION
INTO
SUPPORT OUR TROOPS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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Summary.

- Surviving Organization: Support Our Troops, Inc. (hereafter SOT) is organized under the laws of Florida (FL#N05000002249) and is registered to engage in business in Pennsylvania (PA#329796).
- Merged Organization: Pennsylvania Support Our Troops, Inc. (PA#558166) (hereafter PSOT) is organized under the laws of Pennsylvania.
- Approved: By Board of SOT (SOT has no members), and by the Board and Membership of PSOT.
- Name of Surviving Organization: Support Our Troops, Inc.
- Stock: Both organizations are non-stock corporations.
- Non-Profit: Both organizations are not-for-profit organizations.
- Articles of Incorporation: The Articles of Incorporation of Support Our Troops, Inc. are not changed by this merger.

Purpose of Merger.

PSOT is organized under the laws of Pennsylvania, and SOT is organized under the laws of Florida and registered to engage in business in Pennsylvania.

To best serve the troops and their families PSOT has steadfastly pursued the maximum charitable efficiency, doing the most good possible with the least possible overhead.

In these changing economic times PSOT intends to use prudent business sense in all manner possible to maximize charitable performance for its intended beneficiaries.

As named in PSOT's Articles of Incorporation SOT is affiliated with PSOT for the common purpose of serving the troops and their families, and SOT as parent charity has been handling all of the administrative work for PSOT to date.

SOT is also active in Pennsylvania, and its overhead is consistently below three percent (3%) to date and SOT can maintain and increase the two groups' common mission efficiency by merging PSOT's operation into SOT's larger operation.

For reduction of paperwork, creation of more time to focus on the corporate mission, and to keep administrative costs down, the Board of Directors of SOT and the Board of Directors of PSOT have determined it best to merge the subsidiary organization PSOT into SOT which will then continue forth to do business within Pennsylvania.

In these changing economic times SOT intends to continue to use prudent business and maximize charitable efficiency by avoiding the costs of unproductive duplication.

This will also place SOT of record and review in Pennsylvania, increase name recognition, and increase the speed and ease with which people can find and interact with the organization, and thereby increase the ability to fulfill the mission.

For the aforesaid reasons it will best fulfill the purposes of both organizations for PSOT to merge into SOT in accordance with Article XIII of the Articles of Incorporation of PSOT, and SOT will continue forward to serve the troops and their families.

Plan of Merger of PSOT into SOT.

SOT and PSOT approve the merger of PSOT into the parent SOT and the execution of any necessary Articles of Merger. SOT has no members and the right to amend or restate is vested in the Board, and SOT is the only member and voting member of PSOT.

SOT shall upon merger acquire all rights and obligations of PSOT, including all the rights, privileges, immunities, and powers of said corporation.

SOT shall upon merger possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of PSOT.

Upon merger all real, personal, and mixed property, all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due PSOT shall be taken and deemed to be transferred to and vested in SOT without further act or deed. No assets will be retained by PSOT after the merger.

Any and all rights of PSOT is a "support our troops" specialty plate sold by the Pennsylvania Department of Transportation as discussed in Pennsylvania Code Chapter 49 and attendant Specialty Plate Program Letter of Agreement Pennsylvania Correctional Industries dated 8-17-2006 , are retained by SOT or transferred as an asset to PSOT, as the case may be. Approvals were issued in the name of SOT, and any and all rights of PSOT in the aforesaid special plate asset and revenue generated thereby and derived therefrom are hereby transferred to Support Our Troops, Inc. in accordance with Article XIII of the Articles of Incorporation of PSOT, because it is most efficiently administered by SOT.

There are no changes to the current Articles of Incorporation of SOT as a result of this merger. The merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

SOT is the surviving/acquiring corporation, and will continue to be governed under the laws of the State of Florida.

No person in SOT or PSOT is entitled to be paid any compensation or receive any financial benefit as a result of this merger.

The officers of SOT and PSOT are authorized, empowered and directed execute any and all documents and take all actions necessary and proper to implement the foregoing.

On behalf of the troops and their families the Board thanks everyone who has been involved to date and looks forward to doing continued good works with them under the new format in Pennsylvania.