

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

FILED
NOV 17 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 Support Our Troops – Virginia Chapter, Inc. (VA#0655195-6), a Virginia corporation.

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 Virginia Code and section 617.0701, Florida Statutes.

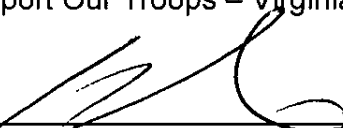
For the Merging Corporation

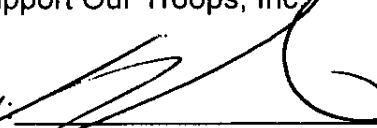
For the Surviving Corporation


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

Support Our Troops – Virginia Chapter,
Inc.

Support Our Troops, Inc.

BY: 
Martin C. Boire, as President


BY: 
Martin C. Boire, as President

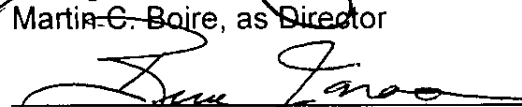

Joseph V. Anania, as Director


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
SUPPORT OUR TROOPS – VIRGINIA CHAPTER, INC.
A VIRGINIA NONSTOCK NONPROFIT CORPORATION
INTO
SUPPORT OUR TROOPS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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 Virginia (VA#F187465-2).
- Merged Organization: Support Our Troops – Virginia Chapter, Inc. (VA#0655195-6) (hereafter SOTVC) is organized under the laws of Virginia.
- Approved: By Board of SOT (SOT has no members), and by the Board and Membership of SOTVC.
- 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.

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

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

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

As named in SOTVC's Articles of Incorporation SOT is affiliated with SOTVC 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 SOTVC to date.

SOT is also active in Virginia, 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 SOTVC'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 SOTVC have determined it best to merge the subsidiary organization SOTVC into SOT which will then continue forth to do business within Virginia.

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 SOTVC, increase name recognition, and increase the speed and ease with which people can find and interact with the organization.

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

Plan of Merger of SOTVC into SOT.

SOT and SOTVC approve the merger of SOTVC 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 SOTVC.

SOT shall upon merger acquire all rights and obligations of SOTVC, 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 SOTVC.

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 SOTVC shall be taken and deemed to be transferred to and vested in SOT without further act or deed. No assets will be retained by SOTVC after the merger.

The asset of SOTVC is a "support our troops" special license plate discussed in Section 4 of Chapter 918 of the 2006 Acts of Assembly, which can henceforth be most efficiently administered by Support Our Troops, Inc. 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 SOTVC.

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 Department 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 SOTVC is entitled to be paid any compensation or receive any financial benefit as a result of this merger.

The officers of SOT and SOTVC 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 Virginia.