

**NO6000001302**

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

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**MERGER OR SHARE EXCHANGE**

**THE ROSENBERG FOUNDATION, INC.**

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Thanks,  
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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><br>(If known/ applicable) |
|---------------------------------------|---------------------|--|
| <u>The Rosenberg Foundation, Inc.</u> | <u>Florida</u>      | <u>N06000001302</u>                              |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>                           | <u>Jurisdiction</u>   | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------------------|-----------------------|--|
| <u>The Rosenberg Foundation, Inc.</u> | <u>Florida</u>        | <u>N06000001302</u>                              |
| <u>The Rosenberg Foundation</u>       | <u>South Carolina</u> |  |
| _____                                 | _____                 | _____  |
| _____                                 | _____                 | _____  |

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida 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).

(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 February 15, 2006. The number of directors in office was three (3). The vote for the plan was as follows: three (3) FOR zero (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 February 15, 2006. The number of directors in office was three (3). The vote for the plan was as follows: three (3) FOR zero (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

The Rosenberg Foundation, Inc.



Gerald Rosenberg, Director & Pres.

The Rosenberg Foundation



Gerald Rosenberg, Director & Presi

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PLAN OF MERGER

**THIS PLAN OF MERGER** is made this 15 day of February, 2006, by and between The Rosenberg Foundation, a not-for profit corporation formed and existing under the laws of the State of South Carolina (hereinafter referred to as the "Merging Corporation") and The Rosenberg Foundation, Inc., not-for-profit a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation").

**WHEREAS**, the Board of Directors of the Corporation and the Board of of the Merging Corporation deem it advisable and generally in the best interests of the respective parties that the parties effect a merger (the "Merger") pursuant to the applicable corporate laws, with the Corporation being the surviving entity.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **Merger.** At the Effective Time (as defined in Section 5 hereof), Merging Corporation will be merged with and into the Corporation in a statutory merger pursuant to this Agreement and Plan of Merger and in accordance with applicable provisions of Florida and South Carolina law.
2. **Effect of Merger.** At the Effective time, (a) the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the surviving Corporation and the surviving Corporation, a Florida corporation, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Certificate of Incorporation and Bylaws of the surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the surviving entity until duly amended in accordance with their terms and applicable law; (c) the Board of Directors of the Merging Corporation shall be the Board of Directors of the surviving Corporation as the surviving entity; (d) and the Merger shall have all of the effects provided by applicable law.
3. **Filing.** The Corporation shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of Florida, and the Corporation and Merging Corporation shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of South Carolina.
4. **Conduct of the Merging Corporation and the Corporation.** Until the Effective Time each of Merging Corporation and the surviving Corporation shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.
5. **Effective Time.** The merger shall be effective immediately upon filing of the papers with the Secretary of State of the State of Florida and the Secretary of State of the State of South Carolina (the "Effective Time").
6. **Rights and Liabilities of Merging Corporation.** At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Merging Corporation, as well as all of the things and causes of action belonging to Merging Corporation shall be the property of the surviving Corporation as they were the property of Merging Corporation, and the title to any real estate vested by deed or otherwise in Merging Corporation shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto

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shall thenceforth attach to the surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

7. Further Assurances. If, at any time after the Effective Time, the surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other actions are necessary, desirable or proper to vest, perfect or confirm of record or otherwise, in it, the title to any property or rights of Merging Corporation and the surviving Corporation acquired or to be acquired by reason of, or as a result of, the Merger, Merging Corporation and the Corporation agree that such entities and their proper officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger, and that the proper officers and directors of the Corporation are fully authorized and directed in the name of the Merging Corporation and the Corporation or otherwise to take any and all such actions.

8. Governing Law. This Agreement and Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida, without regard to any applicable conflicts of law.

9. Counterpart Execution. This Agreement and Plan of Merger may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart.

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