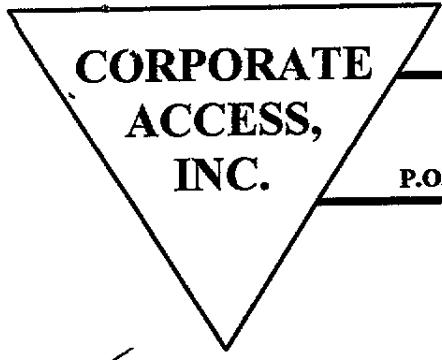


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1.) Bolles / St. Augustine, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) Bolles / Ponte Vedra, Inc.  
(CORPORATE NAME & DOCUMENT #)

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3.) \_\_\_\_\_  
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4.) \_\_\_\_\_  
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5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BOLLES/PONTE VEDRA, INC., a Florida corporation N99000001426

INTO

**BOLLES/ST. AUGUSTINE, INC., a Florida corporation, N06803**

File date: June 30, 1999

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

99 JUN 30 AM 11:50  
FILED  
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**, dated as of June 29, 1999, between **BOLLES/ST. AUGUSTINE, INC.**, a Florida corporation not-for-profit, hereinafter sometimes called **BSA**, with its principal office at 7400 San Jose Boulevard, Jacksonville, Florida, and **BOLLES/PONTE VEDRA, INC.**, a Florida corporation not-for-profit, hereinafter sometimes called **BPV** with its principal office at 7400 San Jose Blvd., Jacksonville, Florida.

**WHEREAS**, BSA is a non-profit corporation organized under the laws of the State of Florida; and

**WHEREAS**, BPV is a non-profit corporation organized under the laws of the State of Florida; and

**WHEREAS**, the Boards of Trustees of BSA and BPV deem it advisable that these corporations merge and they have duly approved and authorized the form of these Articles of Merger; and

**WHEREAS**, the laws of the State of Florida permit such a merger, and BSA and BPV declare to merge under and pursuant to the provisions of the laws of the State of Florida;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that BPV shall be merged into BSA, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Plan of Merger. The Plan of Merger is that BPV shall be merged into BSA upon the effective date of the merger.

2. Name of Surviving Corporation. The name of the surviving corporation, which is sometimes hereinafter referred to as the Surviving Corporation, shall, from and after the effective date of the merger, be **BOLLES/ST. AUGUSTINE, INC.**

3. Articles of Incorporation of Surviving Corporation. The existing Articles of Incorporation of BSA shall be the Articles of Incorporation of the Surviving Corporation until they shall be altered or amended as therein provided.

4. Approval of Plan of Merger. The Plan of Merger was approved by a majority of the Board of Trustees of BSA at a meeting held on May 20, 1999, and by BSA's sole member, THE BOLLES SCHOOL, at a meeting of the member's Board of Trustees held May 20, 1999. The Plan of Merger was approved by the sole member of BPV, THE BOLLES SCHOOL, at a meeting held on May 20, 1999, and by a majority of

the Board of Trustees of BPV at a meeting held on May 20, 1999. A quorum of the Board of Directors of THE BOLLES SCHOOL, of BSA and of BPV was present at each of said meetings.

5. Effective Date of Merger.

(a) For all purposes of the laws of the State of Florida, the Plan of Merger herein described shall become effective and the separate existence of BPV, except insofar as it may be continued by statute, shall cease upon the close of business on June 30, 1999.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of BSA shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purpose, powers, objects, franchises, rights and immunities of BPV shall be continued in and merged into BSA and BSA shall be fully vested therewith.

6. Effect of Merger. Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations and duties of BPV, except as otherwise herein provided, and except as otherwise provided by law;

(b) The Surviving Corporation shall be vested with all property, real, personal or mixed, and all debts due to BPV on whatever account as well as all other things in action or belonging to BPV; and

(c) All property, rights, privileges, powers and franchises of BPV shall be thereafter as effectually the property of the Surviving Corporation as they were of BPV, but all rights of creditors and all liens upon any property of BPV shall be preserved unimpaired; and all debts, liabilities, obligations and duties of BPV shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by the surviving Corporation.

IN WITNESS WHEREOF, Bolles/St. Augustine, Inc. and Bolles/Ponte Vedra, Inc. have caused these Articles of Merger to be signed in their corporate names by their respective officers and their corporate seals to be hereunto affixed all as of the day and year first above written.

**BOLLES/ST. AUGUSTINE, INC.,**  
a Florida not-for-profit corporation

By: Edward J. Stopyra  
Printed Name: EDWARD J. STOPYRA  
Its: VICE-PRESIDENT

Date: June 29, 1999

**BOLLES/PONTE VEDRA, INC.,**  
a Florida not-for-profit corporation

By: Edward J. Stopyra  
Printed Name: EDWARD J. STOPYRA  
Its: VICE PRESIDENT

Date: June 29, 1999