

N12127

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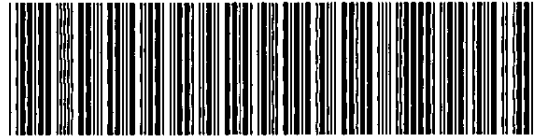
(Business Entity Name)

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08/26/11--01003--007 \*\*87.50

EFFECTIVE DATE  
9-1-11

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2011 AUG 26 AM 10:27

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*merger*  
C.COULLETTE

AUG 26 2011

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:**      RICKY SOTO

**DATE:**            08/26/2011

**REF. #:**           000177.153385

**CORP. NAME:**   WISH FRIENDS OF SOUTHERN FLORIDA, INC. merging into MAKE-A-WISH  
FOUNDATION OF SOUTHERN FLORIDA, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

**STATE FEES PREPAID WITH CHECK#** 541268 **FOR \$** 87.50

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- CERTIFIED COPY (NEED 2 SETS)     CERTIFICATE OF GOOD STANDING     PLAIN STAMPED COPY  
 CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF MERGER**

Pursuant to Section 617.1105 of the Florida Business Corporation Act (the "Act"), Wish Friends of Southern Florida, Inc., a Florida Not-for-Profit Corporation (the "Disappearing Corporation"), and Make-A-Wish Foundation of Southern Florida, Inc., a Florida not-for-profit corporation (the "Surviving Corporation") hereby adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger"), attached hereto as Exhibit A and made a part hereof, was unanimously approved and adopted by the Board of Directors of the Disappearing Corporation at a duly called meeting on August 22, 2011, and sets forth the terms and conditions pursuant to which each of the Disappearing Corporation will be merged with and into the Surviving Corporation with the Surviving Corporation being the surviving entity by operation of such merger (the "Merger").

2. The Plan of Merger was unanimously approved and adopted by the Board of Directors of the Surviving Corporation at a duly called meeting on August 22, 2011, and sets forth the terms and conditions pursuant to which each of the Surviving Corporation will be merged with and into the Disappearing Corporation with the Surviving Corporation being the surviving entity by operation of the "Merger.

3. The Surviving Corporation, as the sole member of the Disappearing Corporation, unanimously approved the Plan or Merger and these Articles of Merger at a duly called meeting on August 22, 2011.

4. The Surviving Corporation has no members.

5. Pursuant to Section 617.1105(4) of the Act and in accordance with the resolutions duly adopted by the Surviving Corporation and the Disappearing Corporation, the Merger shall be effective as of 12:01 A.M. on September 1, 2011 (the "Effective Time").

**EFFECTIVE DATE**  
9-1-11

[SIGNATURE PAGES FOLLOWS]

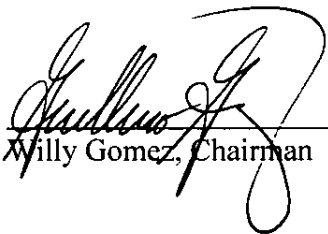
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**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of Merger as of this 22nd day of August, 2011.

**SURVIVING CORPORATION:**  
**MAKE-A-WISH FOUNDATION OF SOUTHERN FLORIDA, INC.,** *a Florida not-for-profit corporation*

By:   
Lisa Bauer, Chair-Elect

**DISAPPEARING CORPORATION:**  
**WISH FRIENDS OF SOUTHERN FLORIDA, INC.,** *a Florida not-for-profit corporation*

By:   
Willy Gomez, Chairman

## EXHIBIT "A"

### PLAN OF MERGER

In accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act"), Wish Friends of Southern Florida, Inc., a Florida Not-for-Profit Corporation (the "Disappearing Corporation"), and Make-A-Wish Foundation of Southern Florida, Inc., a Florida not-for-profit corporation (the "Surviving Corporation") hereby adopt the following Plan of Merger ("Plan").

1. Merger. In accordance with the provisions of the Act, the Disappearing Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Disappearing Corporation shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the Act (the "Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time (as defined in the Articles of Merger) shall, without any changes, be the Articles of Incorporation of the Surviving Corporation until further amended as permitted by law.

3. Bylaws. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall, without any changes, be the Bylaws of the Surviving Corporation until further amended as permitted by law.

4. Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.

5. Accounting of Endowment Funds. As for all funds held by the Disappearing Corporation, the Surviving Corporation shall be bound by any and all donor restrictions attached to such funds including, without limitation, the following: (1) George E Batchelor Restricted Endowment; (2) Samuel C. Cantor Charitable Trust and (3) Nancy J Strom Endowment.

6. Effect of Merger. As of the Effective Time, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Disappearing Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances of any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or of the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving

Corporation to carry out the provisions of this Plan.

8. Amendments and Waivers. No amendment to any provision of this Plan shall be valid unless the same is in writing and signed by the parties hereto. No waiver by any party of any breach, default, or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default, or misrepresentation, or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing and signed by the waiving party to be effective.

9. Severability. Any term or provision of this Plan that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof.

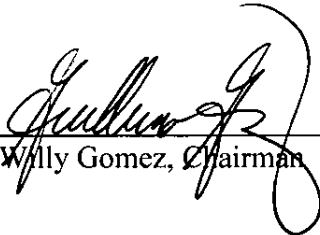
**[SIGNATURE PAGES FOLLOWS]**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 22nd day of August, 2011, as evidence that they agree, accept and adopt this Plan of Merger.

**SURVIVING CORPORATION:**  
**MAKE-A-WISH FOUNDATION OF**  
**SOUTHERN FLORIDA, INC.,** *a Florida not-for-profit corporation*

By:   
\_\_\_\_\_  
Lisa Bauer, Chair-Elect

**DISAPPEARING CORPORATION:**  
**WISH FRIENDS OF SOUTHERN FLORIDA,**  
**INC.,** *a Florida not-for-profit corporation*

By:   
\_\_\_\_\_  
Willy Gomez, Chairman