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Menger
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2,24,15

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 511242 10234A

AUTHORIZATION :

L. J. Coleman

COST LIMIT : \$70.00

ORDER DATE : February 23, 2015

ORDER TIME : 10:09 AM

ORDER NO. : 511242-005

CUSTOMER NO: 10234A

ARTICLES OF MERGER

THE CHARLES MCARTHUR
FOUNDATION, INC.

INTO

OKEECHOBEE EDUCATIONAL
FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS:

10

CERTIFICATE OF MERGER
between
OKEECHOBEE EDUCATIONAL FOUNDATION, INC.
and
THE CHARLES McARTHUR FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, being the presidents respectively of OKEECHOBEE EDUCATIONAL FOUNDATION, INC., a Florida corporation, and THE CHARLES McARTHUR FOUNDATION, INC., a Florida corporation, hereby execute this Certificate of Merger, which shall be filed in the office of the Florida Department of State.

Plan of Merger

A copy of the Plan of Merger is attached as Exhibit "A". The surviving business entity of the merger shall be OKEECHOBEE EDUCATIONAL FOUNDATION, INC.

Approval

1. The Plan of Merger was adopted by THE CHARLES McARTHUR FOUNDATION, INC., at a meeting of its directors held on November 18, 2014. The number of votes cast in favor of the Plan of Merger was sufficient for approval in that the vote was unanimous for approval.

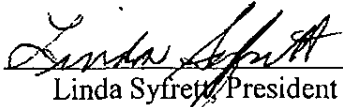
2. The Plan of Merger was adopted by OKEECHOBEE EDUCATIONAL FOUNDATION, INC., at a meeting of its directors held on November 18, 2014. The number of votes cast in favor of the Plan of Merger was sufficient for approval in that the vote was unanimous for approval.

Effective Date

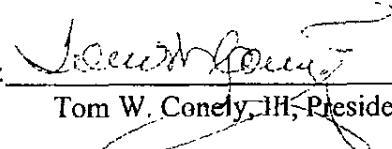
The merger shall be effective on February 28, 2015.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on January 20, 2015.

**OKEECHOBEE EDUCATIONAL
FOUNDATION, INC.**
a Florida corporation

By  _____
Linda Syfrett, President

**THE CHARLES McARTHUR
FOUNDATION, INC.**
A Florida corporation

By:  _____
Tom W. Conely, III, President

**PLAN OF MERGER
OF
OKEECHOBEE EDUCATIONAL FOUNDATION, INC.,
AND
THE CHARLES McARTHUR FOUNDATION, INC.**

This is a Plan of Merger between OKEECHOBEE EDUCATIONAL FOUNDATION, INC., a Florida corporation, and THE CHARLES McARTHUR FOUNDATION, INC., a Florida corporation.

**ARTICLE I
Constituent Business Entities**

The names of each constituent business entity are:

OKEECHOBEE EDUCATIONAL FOUNDATION, INC., and
THE CHARLES McARTHUR FOUNDATION, INC.

**ARTICLE II
Merger**

Pursuant to sections 607.1101 and 607.1103, Florida Statutes, THE CHARLES McARTHUR FOUNDATION, INC., shall be merged into OKEECHOBEE EDUCATIONAL FOUNDATION, INC.

**ARTICLE III
Surviving Business Entity**

OKEECHOBEE EDUCATIONAL FOUNDATION, INC., shall be the surviving business entity of the merger.

**ARTICLE IV
Articles Of Incorporation and By-Laws of Surviving Business Entity**

The articles of incorporation and by-laws of OKEECHOBEE EDUCATIONAL FOUNDATION, INC., in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation and by-laws subsequent to the merger.

ARTICLE V
Officers, Directors and Members of Surviving Business Entity

1. The officers and directors of OKEECHOBEE EDUCATIONAL FOUNDATION, INC., immediately prior to the merger shall continue to be the officers and directors immediately following the merger. The officers and directors of THE CHARLES McARTHUR FOUNDATION, INC., shall resign from their respective positions.

2. Neither OKEECHOBEE EDUCATIONAL FOUNDATION, INC., nor THE CHARLES McARTHUR FOUNDATION, INC., has any members.

ARTICLE VI
Assets and Liabilities

A. On the effective date of the merger:

1. The separate existence of THE CHARLES McARTHUR FOUNDATION, INC., shall cease and OKEECHOBEE EDUCATIONAL FOUNDATION, INC., shall, without further action, possess all of the rights and privileges of THE CHARLES McARTHUR FOUNDATION, INC., existing immediately preceding the merger; and

2. All assets of any nature of THE CHARLES McARTHUR FOUNDATION, INC., shall, without further action, be vested in OKEECHOBEE EDUCATIONAL FOUNDATION, INC., immediately following the merger.

B. Following the merger:

1. OKEECHOBEE EDUCATIONAL FOUNDATION, INC., shall be responsible for all liabilities and obligations of THE CHARLES McARTHUR FOUNDATION, INC.

2. Any claim existing or action or proceeding pending against THE CHARLES McARTHUR FOUNDATION, INC., may be continued as if the merger did not occur or OKEECHOBEE EDUCATIONAL FOUNDATION, INC., may be substituted for THE CHARLES McARTHUR FOUNDATION, INC., in any such proceeding. Neither the rights of creditors of nor any liens upon the property of THE CHARLES McARTHUR FOUNDATION, INC., shall be impaired by the merger.

ARTICLE VIII
Effective Date of Merger

The merger shall be effective February 28, 2015.

ARTICLE IX
Abandonment of Plan of Merger

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the officers and directors of THE CHARLES McARTHUR FOUNDATION, INC., or the officers and directors of OKEECHOBEE EDUCATIONAL FOUNDATION, INC., at any time prior to the filing of Certificate of Merger.

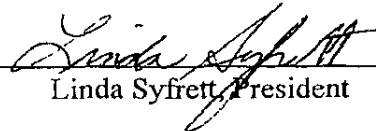
IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned duly authorized officers of OKEECHOBEE EDUCATIONAL FOUNDATION, INC., and THE CHARLES McARTHUR FOUNDATION, INC., on November 18, 2014.

WITNESSES:

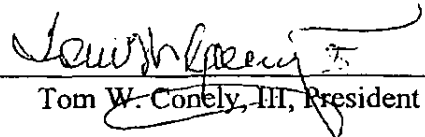

As to both parties

**OKEECHOBEE EDUCATIONAL
FOUNDATION, INC.**
A Florida corporation


As to both parties

By 
Linda Syfrett, President

**THE CHARLES McARTHUR FOUNDATION,
INC.**
A Florida corporation

By 
Tom W. Conely, III, President