

N41284

Roger, Jones and
 Requestor's Name
 106 So. Monroe St.
 Address
 Tallahassee Fl 32303
 City/State/Zip / Phone #
 222-7200

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Learn to Read Inc.*
 (Corporation Name) (Document #)

2. *Merger*
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

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 *****70.00 *****70.00

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials *ADR*

12/2/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JACKSONVILLE LITERACY COALITION, INC., a Florida corporation N31349

INTO

LEARN TO READ, INC., a Florida corporation, N41284.

File date: December 1, 1998

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
JACKSONVILLE LITERACY COALITION, INC.,
A Florida Not For Profit Corporation,
INTO
LEARN TO READ, INC.,
A Florida Not For Profit Corporation**

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Pursuant to the provisions of Sections 617.1101 and 617.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **JACKSONVILLE LITERACY COALITION, INC.**, a Florida not for profit corporation, into **LEARN TO READ, INC.**, a Florida not for profit corporation.

1. Attached hereto as Exhibit A and incorporated herein by reference is a copy of the Plan of Merger to effect the merger of **JACKSONVILLE LITERACY COALITION, INC.** into **LEARN TO READ, INC.** **LEARN TO READ, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be December 1, 1998.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 617.1103(1)(b), Florida Statutes, by the Board of Directors of **JACKSONVILLE LITERACY COALITION, INC.**, by resolutions dated November 18, 1998. The members of **JACKSONVILLE LITERACY COALITION, INC.** are not entitled to vote on the Plan of Merger.

4. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1103, Florida Statutes by the Board of Directors of **LEARN TO READ, INC.**, at a meeting held on November, 18, 1998. The members of **LEARN TO READ, INC.** are not entitled to vote on the Plan of Merger.

IN WITNESS WHEREOF, **JACKSONVILLE LITERACY COALITION, INC.**
and **LEARN TO READ, INC.** have caused these Articles of Merger to
be signed in their corporate names as of the 18th day of
November, 1998.

**JACKSONVILLE LITERACY
COALITION, INC.**

LEARN TO READ, INC.

By: 

Don Bronsard,
Its President

By: 

David M. Foster,
Its President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated this 18th day of November, 1998, by and between **JACKSONVILLE LITERACY COALITION, INC.**, a Florida not for profit corporation, and **LEARN TO READ, INC.**, a Florida not for profit corporation (Jacksonville Literacy Coalition, Inc. and Learn to Read, Inc. being hereinafter collectively referred to as the "Constituent Corporations"), pursuant to Section 617.1101, Florida Statutes, provides for the merger of Jacksonville Literacy Coalition, Inc, into Learn to Read, Inc. Learn To Read, Inc. is to be the surviving corporation.

BACKGROUND

A. Jacksonville Literacy Coalition, Inc. is a Florida not for profit corporation organized to promote literacy in the Jacksonville community by supporting effective literacy programs, services, and initiatives.

B. Learn To Read, Inc. is a Florida not for profit corporation organized to provide opportunity for individuals in the Northeast Florida area to learn to read, primarily through volunteers recruited and trained to teach reading.

C. Jacksonville Literacy Coalition, Inc. and Learn To Read, Inc. desire to combine their resources through a merger to become more effective and efficient in providing literacy resources and teaching individuals to read.

MERGER PROVISIONS

In accordance with the provisions of this Agreement and Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), Jacksonville Literacy Coalition,

Inc. shall be merged into Learn To Read, Inc., and the separate corporate existence of Jacksonville Literacy Coalition, Inc. shall cease and Learn To Read, Inc. (the "Surviving Corporation") shall continue its corporate existence as a Florida not for profit corporation pursuant to the laws of Florida.

1. The merger shall become effective at 12:01 a.m., December 1, 1998 (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of Learn To Read, Inc. imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of Learn to Read, Inc. in effect immediately prior to the Effective Time shall continue

without change and be Articles of Incorporation of the Surviving Corporation.

5. This Plan of Merger may be abandoned at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be adoption of a resolution to abandon the merger by the Board of Directors by either the Board of Directors of Jacksonville Literacy Coalition, Inc. or by the Board of Directors of Learn To Read, Inc. followed by written notice to the President of the other corporate party to the merger.

AGREEMENT PROVISIONS

6. Jacksonville Literacy Coalition, Inc. hereby warrants and represents to Learn To Read, Inc.:

a. That Jacksonville Literacy Coalition, Inc. is a duly organized, validly existing not for profit corporation organized and existing under the laws of the State of Florida;

b. That to its knowledge there are no claims, actions, suits, or proceedings, pending or threatened against or affecting Jacksonville Literacy Coalition, Inc., at law or in equity, or by any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality having jurisdiction over Jacksonville Literacy Coalition, Inc. and no notice of any claim, action, suit, or proceeding, whether pending or threatened, has been received.

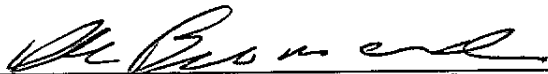
7. Subject to the Bylaws of Learn To Read, Inc. and any other policies or rules established by Learn To Read, Inc., members

of Jacksonville Literacy Coalition, Inc. shall become members of Learn To Read, Inc.

CERTIFICATION

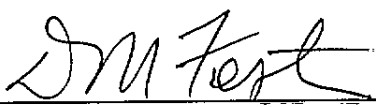
Jacksonville Literacy Coalition, Inc. hereby certifies that the foregoing Agreement and Plan of Merger was adopted and approved by the Board of Directors of Jacksonville Literacy Coalition, Inc. the 18th day of November, 1998.

**JACKSONVILLE LITERACY COALITION,
INC.**

By: 
Don Bronsard,
Its President

Learn To Read, Inc. hereby certifies that the foregoing Agreement and Plan of Merger was adopted and approved by the Board of Directors of Learn To Read, Inc. on the 18th day of November, 1998.

LEARN TO READ, INC.

By: 
David M. Foster,
Its President