

N 44559

Florida Department of State  
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EXPIRE DATE  
10-1-05

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
GREENFIELD FOUNDATION, INC.

FILED  
SECRETARY OF STATE  
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ARTICLES OF MERGER  
OF  
THE ALEXIS ROSENBERG FOUNDATION  
INTO  
GREENFIELD FOUNDATION, INC.

10-1-05

GREENFIELD FOUNDATION, INC., a Florida not-for-profit corporation (herein called "GREENFIELD"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of THE ALEXIS ROSENBERG FOUNDATION, a Pennsylvania not-for-profit corporation (herein called "ROSENBERG"), with and into GREENFIELD. GREENFIELD shall be the surviving corporation.

- 1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
- 2. For accounting purposes, the effective date of the merger shall be 12:01AM on October 1, 2005 (the "Effective Date").
- 3. The foregoing Plan of Merger was:

(a) Approved and adopted by the Board of Trustees of GREENFIELD, which consisted of 8 board members then in office, at a meeting of the Board of Trustees on March 22, 2005, that was duly called and held in accordance with the Bylaws of GREENFIELD and at which eight (8) trustees were in attendance constituting a quorum, and the vote to approve the Plan of Merger was unanimous;

(b) Approved and adopted by the Board of Trustees of ROSENBERG, which consisted of 4 board members then in office, at a meeting of the Board of Trustees on May 5, 2005, that was duly called and held in accordance with the Bylaws of ROSENBERG and at which 4 trustees were in attendance constituting a quorum, and the vote to approve the Plan of Merger was unanimous;

- 4. There are currently no members of GREENFIELD or ROSENBERG who are entitled to vote.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

GREENFIELD FOUNDATION, INC., a  
Florida not-for-profit corporation

By: [Signature]  
Robert Greenfield  
As Its Chairman

THE ALEXIS ROSENBERG FOUNDATION, a  
Pennsylvania not-for-profit corporation

By: [Signature]  
William S. Greenfield  
As Its President

FILED  
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DIVISION OF CORPORATIONS  
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**PLAN OF MERGER**

GREENFIELD FOUNDATION, INC., a Florida not-for-profit corporation, and THE ALEXIS ROSENBERG FOUNDATION, a Pennsylvania not-for-profit corporation, hereby adopt the following plan as the Plan of Merger required by Section 617.1101, Florida Statutes. The terms of the plan are as follows:

1. The names of the corporations planning to merge are GREENFIELD FOUNDATION, INC., a Florida not-for-profit corporation ("GREENFIELD"), and THE ALEXIS ROSENBERG FOUNDATION, a Pennsylvania not-for-profit corporation ("ROSENBERG"). As a result of the merger, ROSENBERG shall be merged with and into GREENFIELD. GREENFIELD shall be the surviving corporation.

2. For accounting purposes, the merger shall be effective as of 12:01 AM on October 1, 2005 (the "Effective Date").

3. Neither corporation is authorized to issue stock.

4. Neither corporation currently has voting members.

5. The Board of Trustees of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of GREENFIELD and ROSENBERG this 1<sup>st</sup> day of September 2005.

GREENFIELD FOUNDATION, INC., a  
Florida not-for-profit corporation

By: Robert Greenfield  
Robert Greenfield  
As its Chairman

THE ALEXIS ROSENBERG FOUNDATION, a  
Pennsylvania not-for-profit corporation

By: William S. Greenfield  
William S. Greenfield  
As its President