

N 97000007069

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CORPORATION(S) NAME

J. Ira and Nicki Harris Foundation (IL)
merging into:

J. Ira and Nicki Harris Foundation (FL)

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| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

J. IRA AND NICKI HARRIS FOUNDATION, a nonqualified Illinois corp.

INTO

J. IRA AND NICKI HARRIS FOUNDATION, INC., a Florida corporation,
N97000007069.

File date: March 31, 1998

Corporate Specialist: Susan Payne

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
under the
Florida Not For Profit Corporation Act

(FOREIGN CORPORATION NOT FOR PROFIT
INTO DOMESTIC CORPORATION NOT FOR PROFIT)

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act, the undersigned corporations hereby execute and adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the States under the laws of which the corporations are existing and organized are as follows:

(a) J. IRA AND NICKI HARRIS FOUNDATION, an Illinois not for profit corporation (the "Absorbed Corporation"); and

(b) J. IRA AND NICKI HARRIS FOUNDATION, INC., a Florida not for profit corporation (the "Surviving Corporation").

SECOND: The laws of the State of Illinois permit such merger, and the Absorbed Corporation is complying with those laws in effecting the merger.

THIRD: J. Ira and Nicki Harris Foundation, Inc. as the Surviving Corporation is complying with any applicable provisions of Sections 617.1101, 617.1103, 617.1105 and 617.1107 of the Florida Not For Profit Corporation Act.

FOURTH: The plan of merger is as follows:

A. Merger. The Absorbed Corporation will merge with and into the Surviving Corporation.

B. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

C. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

D. Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

E. *Directors and Officers.* The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

FIFTH: The effective date of the merger shall be upon the date of the filing of the Articles of Merger with the Florida Secretary of State.

SIXTH: The plan of merger was adopted by the Board of Directors of the Absorbed Corporation on the 15th day of March, 1998. The plan of merger was adopted by the Members of the Absorbed Corporation on the 15th day of March, 1998 by written consent signed by the Members having not less than the minimum number of votes necessary to adopt the plan as provided by the Illinois General Not For Profit Corporation Act, the Articles of Incorporation or the Bylaws and executed in accordance with Section 107.10 Illinois Statutes.

SEVENTH: The plan of merger was adopted by the Board of Directors of the Surviving Corporation on the 15th day of March,

1998. The plan of merger was adopted by the Members of the Surviving Corporation by written consent on the 13th day of March, 1998 and executed in accordance with section §17.0701 of the Florida Statutes.

Signed this 27th day of March, 1998.

Attest:

By: Newton N. Minow
Newton N. Minow, Secretary

J. Ira and Nicki Harris
Foundation, Inc.
(Surviving Corporation)

By: J. Ira Harris
J. Ira Harris, President

[Corporate Seal]

Attest:

By: Newton N. Minow
Newton N. Minow, Secretary

J. Ira and Nicki Harris
Foundation
(Absorbed Corporation)

By: J. Ira Harris
J. Ira Harris, President

[Corporate Seal]