704352

FROM (FRI) 2.16'07 14:11/ST. 14:10/NO. 4863333471 P. 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000043395 3)))

H07000043395 3ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

FILED
07 FEB 16 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
07 FEB 16 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Florida College, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	$78.75

Electronic Filing Menu Corporate Filing Menu Help

Merger
2.16.07

ARTICLES OF MERGER
OF
FLORIDA COLLEGE FOUNDATION, INC., A FLORIDA NOT FOR PROFIT CORPORATION, WITH AND INTO FLORIDA COLLEGE, INC., A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned corporations have executed these Articles of Merger by which Florida College Foundation, Inc., a Florida not for profit corporation (the "Foundation"), shall be merged (the "Merger") with and into Florida College, Inc., a Florida not for profit corporation (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Plan of Merger"), adopted pursuant to Section 617.1103 of the Florida Not For Profit Corporation Act. The undersigned corporations hereby certify as follows:

FILED
07 FEB 16 PM 4:34
SECRETARY OF STATE
ALLAHASSEE FLORIDA

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation	State/Country of Incorporation
Florida College, Inc.	Florida
Florida College Foundation, Inc.	Florida

Florida College, Inc. is the Surviving Corporation.

2. Compliance with Florida Law. Florida College Foundation, Inc. and Florida College, Inc., as the surviving corporation, are complying with the applicable provisions of Sections 617.1101 - 617.1105 of the Florida Not for Profit Corporation Act.

3. Plan of Merger. The terms and conditions of the proposed merger are set forth in the Plan of Merger, which is attached hereto as Exhibit A.

4. Approval of Plan of Merger by the Foundation. The Foundation has no members other than the members of its Board of Directors. The Plan of Merger was approved and adopted by the Board of Directors of the Foundation on February 5, 2007. There were eighteen (18) members of the Board of Directors of the Foundation on February 5, 2007. The number of votes cast for the Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 16 FOR 0 AGAINST, 1 abstention, 1 absence.

5. Approval of Plan of Merger by the Surviving Corporation. The Surviving Corporation has no members other than the members of its Board of Directors. The Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation on February 5, 2007. There were seventeen (17) members of the Board of Directors of the Surviving Corporation on February 5, 2007. The number of votes cast for the

Merger was sufficient for approval and the vote for the Plan of Merger was as follows: 15 FOR 0 AGAINST, 1 abstention, 1 absence.

6. Effective Date. The effective date of the Merger herein contemplated shall be the later of March 31, 2007 or the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 5th day of February, 2007.

Florida College, Inc., a Florida not for profit corporation

By: _____
Name: Dr. Charles G. Caldwell, III
Title: President

Florida College Foundation, Inc., a Florida not for profit corporation

By: _____
Name: Dr. Charles G. Caldwell, III
Title: President

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 5th day of February 2007, is made and entered into by and between **FLORIDA COLLEGE, INC.**, a Florida not for profit corporation (the "SURVIVING CORPORATION") and **FLORIDA COLLEGE FOUNDATION, INC.**, a Florida not for profit corporation (the "FOUNDATION"), in accordance with Section 617.1101, Florida Statutes. The FOUNDATION and the SURVIVING CORPORATION are sometimes referred to collectively hereinafter as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, the SURVIVING CORPORATION is a not for profit corporation duly organized under the laws of the State of Florida; and

WHEREAS, the FOUNDATION is a not for profit corporation duly organized under the laws of the State of Florida; and

WHEREAS, the members of the Board of Directors of each Constituent Corporation deem it advisable for the general welfare of such Constituent Corporation that the FOUNDATION be merged into the SURVIVING CORPORATION, which SURVIVING CORPORATION shall be the surviving not for profit corporation, and that the name of the SURVIVING CORPORATION will be Florida College, Inc.; and

NOW, THEREFORE, the FOUNDATION and the SURVIVING CORPORATION hereby agree that the FOUNDATION shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I
The Constituent Corporations

The names of the Constituent Corporations are Florida College, Inc. (Florida Document No. 704352) and Florida College Foundation, Inc. (Florida Document No. 708504).

ARTICLE II
The Merger

On the Effective Date (as hereinafter defined), the FOUNDATION shall be merged with and into the SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 617 ("Florida Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VI hereof, the Constituent Corporations shall be a single corporation which shall be the SURVIVING

CORPORATION. From and after such filing, the separate corporate existence of the FOUNDATION shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a not for profit corporation organized under Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, all expectancies of gifts, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The persons who shall serve as the Directors of the SURVIVING CORPORATION shall continue be:

Name	Address
Maurice G. Romine	107 Cliftmere Place Madison, AL 35758
Paul B. Cook	1296 Underwood Court Bowling Green, KY 42103
Larry R. Coffey	504 Bedfordshire Road Louisville, KY 40222
William C. Hammontree	301 Midlothian Avenue Temple Terrace, FL 33617
Charles T. Jones	1601 Gordon Lane Lawrenceburg, TN 38464-3045
Olen E. Britnell	P.O. Box 767 Madison, AL 35758-0767
Daniel N. Burton	18909 Avenue Biarritz Lutz, FL 33558
Dr. J. Bradley Cavender	1894 Shades Crest Road

	Birmingham, AL 35216
Dr. David M. Cooper	1030 Narciso Court San Jose, CA 95129-3027
Dr. A. Wallace Hayes	298 South Main Street Andover, MA 01810
Herbert R. Henderson	225 Charlotte Road Camden, AR 71701
Danny L. Littell	563 Northfield Road Plainfield, IN 46168
Bill E. Murff	15204 Bohemian Hall Road Crosby, TX 77532
Tim A. Slone	725 Argyle Place Temple Terrance, FL 33617
James W. Smith	487 Stone Bluff Lane Alvaton, KY 42122
William T. Smith	6623 McRaes Road Warrenton, VA 20187-7156
Stephen T. Wilsher	2304 McEl Avenue Fultondale, AL 35068

The persons who shall continue to serve as the officers of the SURVIVING CORPORATION and the respective offices in which they shall serve are as follows:

NAME	OFFICE
Charles G. "Colly" Caldwell, III	President
H.E. "Buddy" Payne, Jr.	Vice President
Paul B. Cook	Chairman of the Board
Larry R. Coffey	Secretary
Charles T. Jones	Treasurer
J. Bradley Cavender	Assistant Secretary
James W. Smith	Assistant Treasurer

ARTICLE V
Approval by Board of Directors

This Agreement and Plan of Merger shall be approved by the Board of Directors of each Constituent Corporation as provided by Florida Law. If duly adopted by the requisite vote, Articles of Merger meeting the requirements of Florida Law shall be filed immediately with the Florida Secretary of State in the appropriate office in the State of Florida.

ARTICLE VI
Effective Date

The Merger of the FOUNDATION into the SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with Florida Law. The date on which the Merger shall become effective is herein called the "Effective Date."

ARTICLE VII
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of the SURVIVING CORPORATION at any time prior to the filing of the Articles of Merger.

ARTICLE VIII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

FLORIDA COLLEGE, INC., a Florida not for profit corporation

By: _____
Dr. Charles G. Caldwell, III, President

FLORIDA COLLEGE FOUNDATION, INC., a Florida not for profit corporation

By: _____
Dr. Charles G. Caldwell, III, President