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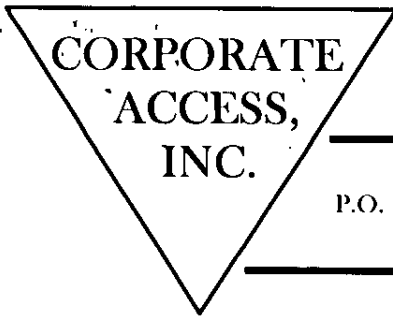
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1. American Lung Association - Southeast Region, Inc
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF MERGER
OF
AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.,
a Georgia not for profit corporation,

RECEIVED
01-01-08

INTO

AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED
a Florida not for profit corporation

Pursuant to Section 617.1105 of the *Florida Statutes*, the undersigned entities, **AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.**, a Georgia not for profit corporation, and **AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED**, a Florida not for profit corporation, adopt the following Articles of Merger for the purposes of merging **AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.** into **AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED**.

ARTICLE 1
PLAN OF MERGER

1.01 The Plan and Agreement of Reorganization (the "Plan of Merger") setting forth the terms and conditions of the merger of **AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.**, into **AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED**, is attached to these Articles as *EXHIBIT "A"* and incorporated herein by reference.

ARTICLE 2
ADOPTION OF PLAN

2.01 The Plan of Merger was approved by the Board of Directors of **AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.** The Plan of Merger was provided in writing to the members of the Board of Directors at least thirty (30) days in advance of the meeting at which the vote was held. The vote of the Board of Directors was in favor of the Plan of Merger with at least ten (10) of the members of the Board of Directors present and voting at the meeting in favor of the merger.

2.02 The Plan of Merger was approved by the Board of Directors of **AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED**. The Plan of Merger was provided in writing to the members of the Board of Directors at least thirty (30) days in advance of the meeting at which the vote was held. The vote of the Board of Directors was in favor of the Plan of Merger with at least twenty-two (22) of the members of the Board of Directors present and voting at the meeting in favor of the merger.

ARTICLE 3
EFFECTIVE DATE

3.01 The Plan of Merger shall be effective upon January 1, 2008, or the filing of these Articles of Merger with the Department of State, State of Florida, whichever first occurs.

APPROVED
AND
FILED
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TALLAHASSEE, FLORIDA

ARTICLE 4
SERVICE OF PROCESS

4.01 AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.

4.02 The corporate office for the surviving corporation, AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED shall continue to be 5526 Arlington Road, Jacksonville, Florida 32211-5216.

4.03 The registered agent for the surviving corporation shall continue to be MARTHA C. BOGDAN, Chief Executive Officer. The address of Martha C. Bogdan, Chief Executive Officer, is 5526 Arlington Road, Jacksonville, Florida 32211-5216.

ARTICLE 5
AMENDMENTS TO ARTICLES OF INCORPORATION OF
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATION

5.01 **Amendment.** The following Articles of the Articles of Incorporation of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED are amended:

(a) **Article I.** Notwithstanding anything to the contrary contained in Article I of the Articles of Incorporation for AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, the name of the Corporation is AMERICAN LUNG ASSOCIATION OF THE SOUTHEAST, INCORPORATED. Further, notwithstanding anything to the contrary contained in Article I of the Articles of Incorporation the area of the Corporation's activities shall include the States of Florida, Georgia and South Carolina.

(b) **Article VII.** The terms of Article VII of the Articles of Incorporation titled "Management" are amended to provided that the affairs of the Corporation shall be managed by a Board of Directors consisting of not more than thirty-six (36) persons and not less than twenty-seven (27) persons, according to the following schedule:

<i>American Lung Association of Florida, Incorporated Board of Directors Membership</i>	<i>Number of Members on Surviving Corporation Board</i>
January 1, 2008 through June 30, 2008	
AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.	eight (8)
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED	twenty-seven (27)
A single representative of the Thoracic Society of Florida, Georgia and South Carolina, or their successor organization(s)	one (1)
Total Directors	thirty-six (36)
July 1, 2008 through June 30, 2009	
AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.	seven (7)
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED	twenty-one (21)

**American Lung Association of Florida, Incorporated
Board of Directors Membership**

**Number of Members on Surviving
Corporation Board**

A single representative of the Thoracic Society of Florida, Georgia and
South Carolina, or their successor organization(s)

one (1)

Total Directors

twenty-nine (29)

From July 1, 2009 through June 30, 2010

AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.

seven (7)

AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED

nineteen (19)

A single representative of the Thoracic Society of Florida, Georgia and
South Carolina, or their successor organization(s)

one (1)

Total Directors

twenty-seven (27)

**ARTICLE 6
RATIFICATION**

6.01 In all other respects the parties ratify and confirm the provisions of the Articles
of Incorporation of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, except as amended
by these Articles of Merger.

The balance of this page was intentionally left blank.

IN WITNESS WHEREOF, this Agreement was executed the 30th day of November, 2007.

AMERICAN LUNG ASSOCIATION - SOUTHEAST
REGION, INC., a Georgia not for profit
corporation

By: 

Jerry Cohen, President

(CORPORATE SEAL)

IN WITNESS WHEREOF, this Agreement was executed the 30 day of November, 2007.

AMERICAN LUNG ASSOCIATION OF FLORIDA,
INCORPORATED, a Florida not for profit
corporation

By: Paul L. Wilkins
Paul L. Wilkins, President

(CORPORATE SEAL)

EXHIBIT "A"

PLAN AND AGREEMENT OF REORGANIZATION

**by Merger of
AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.
a Georgia not for profit corporation**

with and into

**AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED
a Florida not for profit corporation**

THIS IS A PLAN AND AGREEMENT OF MERGER ("Agreement") between **AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.**, a Georgia not for profit corporation, (the "Merging Corporation") and **AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED**, a Florida not for profit corporation (the "Surviving Corporation").

**ARTICLE 1
PLAN OF MERGER**

1.01 **Plan Adopted.** A plan of merger of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., a Georgia not for profit corporation, and AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, a Florida not for profit corporation, pursuant to section 617.1101 of the *Florida Statutes* is adopted as follows:

(a) AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., a Georgia not for profit corporation, shall be merged with and into AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, to exist and be governed by the laws of the State of Florida. The initial name of the Surviving Corporation shall be AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, which name is being simultaneously changed in the Articles of Merger to the AMERICAN LUNG ASSOCIATION OF THE SOUTHEAST, INCORPORATED.

(b) When this Agreement shall become effective, the separate corporate existence of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each of the constituent entities shall be preserved unimpaired, limited to the property affected by the liens immediately prior to the merger.

(c) The Surviving Corporation will carry on its non-profit business activity with the assets of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., as well as the assets of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED.

(d) AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., does not have members. It is governed solely by a twelve (12) member Board of Directors and any decision concerning a Plan of Merger requires an affirmative vote of a majority of the Board of Directors.

(e) AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED does not have members. It is governed solely by a twenty-eight (28) member Board of Directors and any

decision concerning a Plan of Merger requires an affirmative vote of a majority of the members of the Board of Directors.

1.02 **Effective Date.** The effective date of the merger ("Effective Date") shall be January 1, 2008, or the date when the Articles of Merger are filed with the Secretary of State for the State of Florida, whichever shall first occur.

ARTICLE 2
REPRESENTATIONS AND WARRANTIES
OF MERGING CORPORATION AND SURVIVING CORPORATION

2.01 **Merging Corporation.** As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations under this Agreement, AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC. represents and warrants to the Surviving Corporation as follows:

(a) AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., a Georgia not for profit corporation, is duly organized, validly existing and in good standing under the laws of the State of Georgia, with corporate power and authority to own property and to carry on its business as it is now being conducted.

(b) The laws of the State of Georgia permit a Georgia corporation to be merged into a corporation in the state of another jurisdiction, if such merger is permitted by the laws of the jurisdiction under which such surviving foreign corporation is organized and in good standing.

(c) AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., is governed by a twelve (12) member Board of Directors.

(d) Through the Effective Date, all required federal, state and local tax returns of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC. have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with respect to the periods covered by the returns have been paid.

(e) AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., has no pending or threatened legal actions as of the Effective Date of this Agreement.

2.02 **Surviving Corporation.** As a material inducement for AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., to execute this Agreement and perform its obligations under this Agreement, AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED represents and warrants to the Merging Corporation as follows:

(a) AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED is a Florida not for profit corporation, duly organized, validly existing and in good standing under the laws of the State of Florida with corporate power and authority to own property and carry on its non-profit activities as they are now conducted.

(b) AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, is governed by a Board of Directors consisting of not more than twenty-eight (28) individuals.

(c) Through the Effective Date, all required federal, state and local tax returns of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with respect to the periods covered by the returns have been paid.

(d) The Articles of Incorporation of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, shall be restated as they currently exist, except as amended by the Articles of Merger, and shall be binding upon the Surviving Corporation as of the Effective Date of the merger.

(e) The Bylaws of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED, shall be restated as shown in *EXHIBIT "A"* attached hereto and by this reference incorporated herein.

ARTICLE 3
COVENANTS, ACTIONS AND OBLIGATIONS
PRIOR TO THE EFFECTIVE DATE

3.01 **Interim Conduct of Business; Limitation.** Except as limited in this paragraph 3.01, pending consummation of the merger, each of the constituent entities will carry on its business in substantially the same manner as before and will use its best efforts to maintain its non-profit organization intact, to retain its present employees, to maintain its relations with supporters and other contacts.

3.02 **Submission to Board of Directors.** This Agreement shall be submitted to the Board of Directors of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., for approval in the manner provided by the laws of the State of Georgia. This Agreement shall also be submitted to the Board of Directors of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED for approval in the manner provided by the laws of the State of Florida.

ARTICLE 4
MANNER OF CONVERTING BOARD MEMBERSHIP

4.01 **Manner.** The current members of the Board of Directors of AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., shall be entitled to receive the following initial representation on the Board of Directors of AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED in accordance with the following schedule:

<i>American Lung Association of Florida, Incorporated Board of Directors Membership</i>	<i>Number of Members on Surviving Corporation Board</i>
January 1, 2008 through June 30, 2008	
AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.	<u>eight (8)</u>
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED	<u>twenty-seven (27)</u>
A single representative of the Thoracic Society of Florida, Georgia and South Carolina, or their successor organization(s)	<u>one (1)</u>
Total Directors	<u>thirty-six (36)</u>

**American Lung Association of Florida, Incorporated
Board of Directors Membership**

**Number of Members on Surviving
Corporation Board**

July 1, 2008 through June 30, 2009

AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.	seven (7)
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED	twenty-one (21)
A single representative of the Thoracic Society of Florida, Georgia and South Carolina, or their successor organization(s)	one (1)
Total Directors	twenty-nine (29)

From July 1, 2009 through June 30, 2010

AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC.	seven (7)
AMERICAN LUNG ASSOCIATION OF FLORIDA, INCORPORATED	nineteen (19)
A single representative of the Thoracic Society of Florida, Georgia and South Carolina, or their success organization(s)	one (1)
Total Directors	twenty-seven (27)

**ARTICLE 5
INTERPRETATION AND ENFORCEMENT**

5.01 **Further Assurances.** AMERICAN LUNG ASSOCIATION - SOUTHEAST REGION, INC., agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all deeds and other instruments required to complete the merger contemplated under this Agreement. AMERICAN LUNG ASSOCIATION OF THE SOUTHEAST REGION, INC., further agrees to take or cause to be taken any further or other action as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform the record ownership, or otherwise, of the Surviving Corporation's title to and possession of all property, rights, privileges, powers and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purpose of this Agreement.

5.02 **Entire Agreement; Counterparts.** This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

5.03 **Controlling Law.** The validity, interpretation and performance of this Agreement shall be governed by, constructed and enforced in accordance with the laws of the State of Florida.

The balance of this page was intentionally left blank.

IN WITNESS WHEREOF, this Agreement was executed the 30th day of November, 2007.

AMERICAN LUNG ASSOCIATION - SOUTHEAST
REGION, INC., a Georgia not for profit corporation

By: _____

Jerry Cohen, President

(CORPORATE SEAL)

IN WITNESS WHEREOF, this Agreement was executed the 30 day of November, 2007.

AMERICAN LUNG ASSOCIATION OF FLORIDA,
INCORPORATED, a Florida not for profit corporation

By: Paul L. Wilkins
Paul L. Wilkins, President

(CORPORATE SEAL)

