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MERGER OR SHARE EXCHANGE
Easter Seals Southwest Florida, Inc.

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ARTICLES OF MERGER
OF
EASTER SEALS SOUTHWEST FLORIDA, INC.
AND
INSTRIDE THERAPY, INC.

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is Easter Seals Southwest Florida, Inc., a Florida not for profit corporation (Document Number 708739).
2. The name of the merging corporation is InStride Therapy, Inc., a Florida not for profit corporation (Document Number N95000001776).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors of Easter Seals Southwest Florida, Inc. on December 15, 2020. Easter Seals Southwest Florida, Inc. does not have members.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors of InStride Therapy, Inc. on 12/10/2020. InStride Therapy, Inc. does not have members.
5. The effective date of the merger is January 1, 2021.

EASTER SEALS SOUTHWEST FLORIDA, INC., a
Florida not for profit corporation

By: [Signature]
Chairman of Board

Date: 12/15/2020

INSTRIDE THERAPY, INC., a Florida not for profit
corporation

By: [Signature]
Chairman of Board

Date: 12/11/2020

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Plan") is made and entered into on Dec. 15, 2020 by and between **EASTER SEALS SOUTHWEST FLORIDA, INC.**, a Florida not-for-profit corporation, the surviving corporation (hereinafter referred to as "Easter Seals") and **INSTRIDE THERAPY, INC.**, a Florida not-for-profit corporation, the merging corporation (hereinafter referred to as the "InStride" and collectively with Easter Seals, the "Constituent Corporations").

RECITALS

- A. Easter Seals is a not-for-profit corporation organized and existing under the laws of the State of Florida pursuant to the Certificate of Incorporation filed in the Florida Secretary of State's Office on April 5, 1965.
- B. InStride is a not-for-profit corporation organized and existing under the laws of the State of Florida pursuant to the Certificate of Incorporation filed in the Florida Secretary of State's Office on November 7, 1994.
- C. The Board of Directors of Easter Seals, as the surviving corporation, and InStride, as the merging corporation, deem it desirable and in the best business interests of the Constituent Corporations that InStride be merged with and into Easter Seals pursuant to the provisions of Sections 617.1101, et seq., of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. MERGER. Upon the Effective Date (as defined below) of the merger, InStride shall merge with and into Easter Seals, which shall be the surviving corporation.
2. EFFECTIVE DATE. The effective date of the merger (the "Effective Date") shall be January 1, 2021.
3. CHANGES IN ARTICLES OF INCORPORATION. There shall be no changes to the Articles of Incorporation of Easter Seals.
4. CHANGES IN BY-LAWS. There shall be no changes to the By-Laws of Easter Seals.
5. TERMS AND CONDITIONS. On the Effective Date of the merger, the separate existence of InStride shall cease, and Easter Seals 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.

EASTER SEALS SOUTHWEST FLORIDA, INC., a
Florida not for profit corporation

By:  Date: 12/15/2020
Chairman of Board

INSTRIDE THERAPY, INC., a Florida not for profit
corporation

By: Elise P. Williams Date: 12/11/2020
Chairman of Board