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**MERGER OR SHARE EXCHANGE**  
**The Driscoll Foundation**

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ARTICLES OF MERGER

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DRISCOLL FOUNDATION, INC.

WITH AND INTO

THE DRISCOLL FOUNDATION

EFFECTIVE DATE  
1-1-2010

Pursuant to the Florida Not For Profit Corporation Act, Driscoll Foundation, Inc., a Florida nonprofit corporation, (the "Merged Corporation") and The Driscoll Foundation, a Minnesota nonprofit corporation, (the "Surviving Corporation") hereby certify as follows:

1. Attached hereto as Exhibit A is the Plan of Merger for the merger of Driscoll Foundation, Inc. with and into The Driscoll Foundation.

2. Neither the members of the Merged Corporation or the members of the Surviving Corporation are entitled to vote on a plan of merger

3. The Board of Directors of the Merged Corporation have approved the Plan of Merger on behalf of the Merged Corporation on December 16, 2009 by a vote of 2-0 of the directors then in office. The Board of Directors of the Surviving Corporation have approved the Plan of Merger on behalf of the Surviving Corporation on December 16, <sup>2009</sup> by a vote of 2-0 of the directors then in office.

4. The merger shall be effective as of January 1, 2010 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger this 16<sup>th</sup> day of December, 2009.

DRISCOLL FOUNDATION, INC.

By: [Signature]  
Its: PRESIDENT

THE DRISCOLL FOUNDATION

By: [Signature]  
Its: PRESIDENT

**EXHIBIT A**

**PLAN OF MERGER**

### PLAN OF MERGER

Pursuant to the Florida Not For Profit Corporation Act, Driscoll Foundation, Inc., a Florida nonprofit corporation (the "Florida Driscoll Foundation"), hereby agrees to merge with and into The Driscoll Foundation, a Minnesota nonprofit corporation (the "Minnesota Driscoll Foundation"), pursuant to the following terms:

- (a) The name of each entity that is a party to the merger is as follows:
  - (i) The Driscoll Foundation, a Minnesota nonprofit corporation (the "Surviving Corporation").
  - (ii) Driscoll Foundation, Inc., a Florida not for profit corporation (the "Merged Corporation").
- (b) The name of the Surviving Corporation into which the Merged Corporation will merge is The Driscoll Foundation, a Minnesota nonprofit corporation.
- (c) As of January 1, 2010 (the "Effective Date"), the Florida Driscoll Foundation shall be merged with and into Minnesota Driscoll Foundation, and the separate existence of the Florida Driscoll Foundation shall thereupon cease.
- (d) The Florida Driscoll Foundation has voting members but there are no holders of any certificates evidencing capital contributions or subventions. Accordingly there will be no conversion of membership or other interest in the Florida Driscoll Foundation into membership or other interest in the Minnesota Driscoll Foundation.
- (e) The Articles of Incorporation of the Minnesota Driscoll Foundation shall not be amended in connection with the Plan of Merger.
- (f) The Bylaws of the Minnesota Driscoll Foundation shall be amended as of the Effective Date to reflect the required officers of President, Secretary and Treasurer and that the President shall serve as Chairman of the Board of Directors.
- (g) The Minnesota Driscoll Foundation, as the Surviving Corporation, hereby consents to service of process in Florida.
- (h) John B. Driscoll, a current director of the Florida Driscoll Foundation, will be elected as a member and elected as a director by the Minnesota Driscoll Foundation on the Effective Date.