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Merger

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COLODNY · FASS · TALENFELD · KARLINSKY · ABATE

Michael Colodny
mcolodny@cftlaw.com
Direct Line: 954 332 1740

July 20, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

SUBJECT: Easter Seals Miami-Dade, Inc. and Easter Seals Broward County, Inc.

The enclosed Articles of Merger, Plan of Merger, Resolution of Board for Miami-Dade, Resolution of Board for Broward County and applicable fees are submitted for filing.

Please return all correspondence via Certified Mail to the following:

Michael Colodny, Esq.
Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.
One Financial Plaza, 23rd Floor
100 Southeast Third Avenue
Fort Lauderdale, Florida 33394
Telephone: (954) 492-4010
Facsimile: (954) 492-1144

Please contact the above with any questions.

Cordially,

COLODNY, FASS, TALENFELD, KARLINSKY & ABATE, P.A.

Michael Colodny

TO: Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

SUBJECT: Easter Seals Miami-Dade, Inc. and Easter Seals Broward County, Inc.

The enclosed Articles of Merger, Plan of Merger and applicable fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Colodny, Esq.
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100 Southeast Third Avenue
Fort Lauderdale, Florida 33394
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Facsimile: (954) 492-1144

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Cordially,

COLODNY, FASS, TALENFELD, KARLINSKY & ABATE, P.A.

Michael Colodny

FILED
06 JUL 21 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, *Fla. Stat.*

First: The name of the surviving corporation is

Easter Seals Miami-Dade, Inc.
Florida

Second: The name and jurisdiction of each merging corporation:

Easter Seals Broward County, Inc.
Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Fifth: There are no members or members of Easter Seals Miami-Dade, Inc. entitled to vote on the plan of merger. The Plan of Merger was adopted by the Board of Directors of Easter Seals Miami-Dade, Inc. on May, 28 2006. The number of directors in office was 7. The vote for the Plan of Merger was as follows:

6 For
____ Against

Sixth: There are no members or members of Easter Seals Broward County, Inc. entitled to vote on the plan of merger. The Plan of Merger was adopted by the Board of Directors of Easter Seals Broward County, Inc. on July 17, 2006. The number of directors in office was 8. The vote for the Plan of Merger was as follows:

6 For
____ Against

EASTER SEALS BROWARD COUNTY, INC., a Florida not-for-profit corporation	EASTER SEALS MIAMI-DADE, INC., a Florida not-for-profit corporation
By: Theodore Forman	By: [illegible]
Print Name: THEODORE FORMAN	Print Name: [illegible]
Title: BOARD CHAIR.	Title: [illegible]
Date: 7/17/06	Date: 7/19/06

PLAN OF MERGER

OF

EASTER SEALS BROWARD COUNTY, INC.

AND

EASTER SEALS MIAMI-DADE, INC.

PLAN OF MERGER OF EASTER SEALS MIAMI-DADE, INC. AND EASTER SEALS BROWARD COUNTY, INC.

THIS Plan of Merger ("Plan") is entered between EASTER SEALS BROWARD COUNTY, INC., a Florida not-for-profit corporation, as the absorbed entity, and EASTER SEALS MIAMI-DADE, INC., a Florida not-for-profit corporation, as the surviving entity, dated as of the 19th day of July 2006.

WHEREAS, EASTER SEALS BROWARD COUNTY, INC. ("EASTER SEALS BROWARD"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Broward County, Florida;

WHEREAS, EASTER SEALS MIAMI-DADE, INC. ("EASTER SEALS DADE"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Miami-Dade County, Florida;

WHEREAS, the communities and economies of Broward and Miami-Dade County, Florida have grown into one cohesive market which the parties could better serve as a single entity;

WHEREAS, the Boards of Directors of the constituent entities deemed it desirable and in the best interests of the entities that EASTER SEALS BROWARD be merged into EASTER SEALS DADE pursuant to the Florida Statute provisions of Sections 607.1108, *et seq.*, of the Florida Business Corporation Act; and

WHEREAS, EASTER SEALS BROWARD and EASTER SEALS DADE have no members entitled to vote on the Plan of Merger and the Boards of Directors of the constituent entities have approved and adopted the Plan of Merger:

In consideration of the mutual covenants contained herein and subject to the terms and conditions set forth below the constituent entities agree as follows:

1. Merger. EASTER SEALS BROWARD shall merge with and into EASTER SEALS DADE, which shall be the surviving entity.

2. Terms and Conditions. On the effective date of the Merger, the separate existence of EASTER SEALS BROWARD shall cease, and EASTER SEALS DADE shall succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, personal, and mixed, of EASTER SEALS BROWARD. EASTER SEALS DADE shall be responsible and liable for all liabilities and obligations of EASTER SEALS BROWARD and neither the rights of creditors nor any liens on the property of EASTER SEALS BROWARD shall be impaired by this Merger. EASTER SEALS BROWARD shall provide EASTER SEALS DADE with a financial statement showing any and all outstanding liabilities and obligations paid in full five (5) days prior to the execution of the merger agreement.

3. Articles of Incorporation. The Articles of Incorporation of EASTER SEALS DADE shall continue to be its Articles of Incorporation, subject to any duly authorized amendments thereto, following the effective date of the Merger.

4. Bylaws. The Bylaws of EASTER SEALS DADE shall continue to be its Bylaws following the effective date of the Merger. Bylaws Article IV, Section 1 shall be modified to allow the addition of certain Directors of EASTER SEALS BROWARD to the Board of Directors of EASTER SEALS DADE as described herein.

5. Directors and Officers. The Directors and Officers of EASTER SEALS DADE shall continue to be the Directors and Officers of EASTER SEALS DADE after the Effective Date of the Merger for the unexpired terms of their offices and until their successors have been elected or appointed. The Directors and Officers of EASTER SEALS BROWARD shall resign as of the Effective Date of the Merger. The Directors and Officers of EASTER SEALS BROWARD shall seek appointment to the Board of Directors of the surviving entity by submitting a written statement to the Board of Directors of EASTER SEALS DADE within 30 days of the Effective Date of the Merger.

6. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or other transaction other than in the ordinary course of business, except that the constituent corporations may take all action necessary or appropriate under applicable law to consummate this merger.

7. Approval of Boards of Directors. This Plan shall be submitted for the approval of the Boards of Directors of the constituent corporations in the manner provided by applicable law.

8. Effective Date of Merger. The effective date ("Effective Date of the Merger") shall be the date when the Articles of Merger are filed with the Florida Department of State.

9. Abandonment of Merger. This Plan may be abandoned by action of the respective Boards of Directors of either of the constituent corporations at any time prior to the effective date of the merger upon the happening of the following events:

(a) If the merger is not approved by the Boards of Directors of either of the constituent corporations on or before 12/1/2006; or

(b) If this merger is not approved as required by applicable law by the Florida Department of State and any other applicable governmental or regulatory authority on or before December 1, 2006; or

(c) If any material action or proceeding is instituted, threatened or continued against either of the constituent corporations or their assets; or

(d) If, between the date of this Plan and the effective date of the merger, there has been, in the opinion of either Board of Directors, a material adverse change in the business or financial condition of or effecting either of the constituent corporations; or

(e) If, without the prior written consent of each of the constituent corporations, either of them shall have engaged in any transactions prohibited by this Plan.

10. Notices. All notices, requests and other communications hereunder must be in writing and will be deemed to have been duly given only if delivered personally or by facsimile transmission or mailed by registered or certified mail, return receipt requested, to the parties at the following addresses or facsimile numbers:

11. Entire Agreement. This Plan supersedes all prior discussions and agreements between the parties with respect to the subject matter hereof, and contains the sole and entire agreement between the parties hereto with respect to the subject matter hereof.

12. Expenses. Except as otherwise expressly provided in this Plan whether or not the transactions contemplated hereby are consummated, each party will pay their own costs and expenses incurred in connection with the negotiation, execution and closing of this Plan and the transactions contemplated hereby.

13. Amendment. This Plan may be amended, supplemented or modified only by a written instrument duly executed by or on behalf of each party hereto.

14. Headings. The headings used in this Plan have been inserted for convenience of reference only and do not define or limit the provisions hereof.

15. Counterparts. This Plan may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

16. Advice of Counsel. The parties acknowledge that: (a) the law firm of Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A. has prepared this Plan and will prepare related corporate and merger documents and instruments related hereto upon the joint request of all parties to this Plan; (b) the law firm of Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A. was not involved in the negotiation of the substantive terms of this Plan or any of the related corporate or merger documents; and (c) each party has retained, or has had the opportunity to retain, separate counsel of each party's choice to represent such party and to review and provide legal advice with regard to this Plan and the related corporate and merger documents.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed and delivered by a duly authorized officer of each party hereto pursuant to the authorization of each party's respective Board of Directors on the date first above written.

EASTER SEALS BROWARD COUNTY, INC., a Florida not-for-profit corporation	**EASTER SEALS MIAMI-DADE, INC.,** a Florida not-for-profit corporation
By: Theodore Forman	By:
Print Name: THEODORE FORMAN	Print Name:
Title: BOARD CHAIR.	Title:

RESOLUTION OF BOARD OF DIRECTORS OF EASTER SEALS MIAMI-DADE, INC. IN SUPPORT OF MERGER

Approved and adopted by the Board of Directors this 19th day of July 2006.

WHEREAS, EASTER SEALS BROWARD COUNTY, INC. ("EASTER SEALS BROWARD"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Broward County, Florida;

WHEREAS, EASTER SEALS MIAMI-DADE, INC. ("EASTER SEALS DADE"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Miami-Dade County, Florida;

WHEREAS, the communities and economies of Broward and Miami-Dade County, Florida have grown into one cohesive market, which each entity believes would better served by the entities' merger into a single not-for-profit corporation;

WHEREAS, the Boards of Directors of the constituent entities deemed it desirable and in the best interests of the entities that EASTER SEALS BROWARD be merged into EASTER SEALS DADE pursuant to the provisions of Sections 607.1108, *et seq*., of the Florida Business Corporation Act;

WHEREAS, EASTER SEALS BROWARD and EASTER SEALS DADE have no members entitled to vote on the Plan of Merger and the Boards of Directors have approved and adopted the Plan of Merger:

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Board of Directors of EASTER SEALS MIAMI-DADE, INC. as follows:

RESOLVED, that the Board of Directors of EASTER SEALS DADE hereby determines that the merger of EASTER SEALS BROWARD with and into EASTER SEALS DADE upon the terms set forth in the Plan of Merger submitted to this Board is in the best interests of EASTER SEALS DADE; and

FURTHER RESOLVED, that, after due consideration and debate by the Board, the form and contents of the draft of the Plan of Merger to be entered into among EASTER SEALS BROWARD and EASTER SEALS DADE presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, the President, and the Secretary of EASTER SEALS DADE are authorized and directed in the name and on behalf of EASTER SEALS DADE to execute and deliver a Plan of Merger in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Plan of Merger by EASTER SEALS BROWARD, that the proper officers of EASTER SEALS DADE be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of EASTER SEALS DADE be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that the monies received from the sale of the building previously owned by EASTER SEALS BROWARD are intended to be used for the funding of program development in Broward County, and/or the purchase and/or leasing of new facilities in Broward County; and

FURTHER RESOLVED, that all financial accounts and bank accounts of EASTER SEALS BROWARD shall be transferred to EASTER SEALS DADE upon the date EASTER SEALS BROWARD ceases to exist; and

FURTHER RESOLVED, that a member of the current Board of EASTER SEALS BROWARD shall serve on the Executive Board of the surviving entity for a period of no less than two (2) years; and

FURTHER RESOLVED, that any staff members of EASTER SEALS BROWARD who will be employed by the surviving entity will receive the benefits provided by EASTER SEALS DADE to all their employees. Individual agreements may be facilitated as necessary.

FURTHER RESOLVED, that Susan Armiger will remain employed by the surviving entity through July 31, 2006, at her current salary.

EASTER SEALS MIAMI-DADE, INC.,
a Florida not-for-profit corporation

By: [signature]

Print Name: David M. Peckham

Title: Chairman of Board of Directors

RESOLUTION OF BOARD OF DIRECTORS OF EASTER SEALS BROWARD COUNTY, INC. IN SUPPORT OF MERGER

Approved and adopted by the Board of Directors this 17th day of July 2006.

WHEREAS, EASTER SEALS BROWARD COUNTY, INC. ("EASTER SEALS BROWARD"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Broward County, Florida;

WHEREAS, EASTER SEALS MIAMI-DADE, INC. ("EASTER SEALS DADE"), is a Florida not-for-profit corporation which provides services to children and adults with disabilities and other special needs in Miami-Dade County, Florida;

WHEREAS, the communities and economies of Broward and Miami-Dade County, Florida have grown into one cohesive market, which each entity believes would be better served by the entities' merger into a single not-for-profit corporation;

WHEREAS, the Boards of Directors of the constituent entities deemed it desirable and in the best interests of the entities that EASTER SEALS BROWARD be merged into EASTER SEALS DADE pursuant to the provisions of Sections 607.1108, *et seq.*, of the Florida Business Corporation Act;

WHEREAS, EASTER SEALS BROWARD and EASTER SEALS DADE have no members entitled to vote on the Plan of Merger and the Boards of Directors have approved and adopted the Plan of Merger:

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Board of Directors of EASTER SEALS BROWARD COUNTY, INC. as follows:

RESOLVED, that the Board of Directors of EASTER SEALS BROWARD hereby determines that the merger of EASTER SEALS BROWARD with and into EASTER SEALS DADE upon the terms set forth in the Plan of Merger submitted to this Board is in the best interests of EASTER SEALS BROWARD; and

FURTHER RESOLVED, that, after due consideration and debate by the Board, the form and contents of the draft of the Plan of Merger to be entered into among EASTER SEALS BROWARD and EASTER SEALS DADE presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, the President, and the Secretary of EASTER SEALS BROWARD are authorized and directed in the name and on behalf of EASTER SEALS BROWARD to execute and deliver a Plan of Merger in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Plan of Merger by EASTER SEALS DADE, that the proper officers of EASTER SEALS DADE be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of EASTER SEALS BROWARD be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that the monies received from the sale of the building previously owned by EASTER SEALS BROWARD are intended to be used for the funding of program development in Broward County and/or the purchase and/or leasing of new facilities in Broward County; and

FURTHER RESOLVED, that all physical assets of EASTER SEALS BROWARD shall become assets of EASTER SEALS DADE upon the execution of the merger agreement; and

FURTHER RESOLVED, that all financial accounts and bank accounts of EASTER SEALS BROWARD shall be transferred to EASTER SEALS DADE upon the date EASTER SEALS BROWARD ceases to exist; and

FURTHER RESOLVED, that no less than five (5) days prior to the execution of the merger agreement a full account of all assets and liabilities of EASTER SEALS BROWARD and an accounting of all expenditures and revenues for ninety (90) days prior to the execution of the merger agreement shall be provided to EASTER SEALS DADE; and

FURTHER RESOLVED, that EASTER SEALS BROWARD shall represent and provide documentation to EASTER SEALS DADE no less than five (5) days prior to the execution of the merger agreement showing payment and satisfaction of any and all liabilities; and

FURTHER RESOLVED, that the Board of Directors of EASTER SEALS BROWARD warrants that there are no outstanding judgments or pending claims in existence against EASTER SEALS BROWARD at the time of the execution of the merger agreement; and

FURTHER RESOLVED, that the officers and directors of EASTER SEALS BROWARD shall submit their individual resignations effective as of the Effective Date of the Merger; and

FURTHER RESOLVED, that a member of the current Board of EASTER SEALS BROWARD shall serve on the Executive Board of the surviving entity for a period of no less than two (2) years; and

FURTHER RESOLVED, that any staff members of EASTER SEALS BROWARD who will be employed by the surviving entity will receive the benefits provided by EASTER SEALS DADE to all their employees. Individual agreements may be facilitated as necessary.

FURTHER RESOLVED, that Susan Armiger will remain employed by the surviving entity through July 31, 2006, at her current salary.

EASTER SEALS BROWARD COUNTY, INC.,
a Florida not-for-profit corporation

By: Theodore Forman
Print Name: THEODORE FORMAN
Title: BOARD CHAIR.