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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger AC
Lewis

SMITH MACKINNON, PA

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March 31, 2009

Via Federal Express

Ms. Karon Beyer
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bishop Gray Inns, Inc., Bishop Gray Inns Foundation, Inc. and Bishop Gray Retirement Foundation, Inc.


Dear Karon:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Merger submitted for filing;
2. A check in the amount of \$113.75 (\$105.00 for filing fee and \$8.75 for one certified copy of the Articles of Merger); and
3. Two photocopies of the executed Articles of Merger.

Please file the enclosed document as soon as possible and return to us one certified copy of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



Alexander C. Mackinnon

ACM:erw
Enclosures

**ARTICLES OF MERGER
OF
BISHOP GRAY INNS, INC. a Florida Corporation Not-For-Profit
AND
BISHOP GRAY INNS FOUNDATION, INC., a Florida Corporation Not-For Profit
AND
CHANGE OF NAME OF SAID CORPORATION TO
BISHOP GRAY RETIREMENT FOUNDATION, INC.**

The undersigned desire to merge Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit and Bishop Gray Inns Foundation, Inc., a Florida Corporation Not-For-Profit, with the surviving corporation being BISHOP GRAY INNS, INC., a Florida Corporation Not-For-Profit and further desire to amend the name of said surviving corporation from Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit to Bishop Gray Retirement Foundation, Inc., a Florida Corporation Not-For-Profit.

ARTICLE I

Said corporations have adopted a Plan of Merger, a copy of which is attached hereto as Exhibit "A" and incorporated by reference herein.

ARTICLE II

Background

The original Articles of Incorporation for Bishop Gray Inn, Inc. were filed with the Circuit Court of Orange County, Florida, on the 24th day of April, 1895, under the name **The Church Home and Hospital, Inc.** On the 13th of January, 1971, and in accordance with the then applicable Florida Statutes, a reincorporation charter was filed with the Secretary of State, State of Florida reincorporating The Church Home and Hospital, Inc. under the name **William Crane Gray Inn for Older People, Inc.** On the 29th day of January, 1992, the corporation filed Amended and Restated Articles of Incorporation and Change of Name which were filed with the Office of the Secretary of State, State of Florida, changing the name from **William Crane Gray Inn For Older People, Inc.** to **Bishop Gray Inns, Inc.**

On the 14th day of August, 1992, Articles of Incorporation were filed with the Secretary of State, State of Florida for Bishop Gray Inns Foundation, Inc.

The Board of Directors for **Bishop Gray Inns, Inc.** and **Bishop Gray Inns Foundation, Inc.** desire to merge said corporations with the surviving corporation being **Bishop Gray Inns,**

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TALLAHASSEE, FLORIDA

Inc. and further desire to change the name of said corporation from Bishop Gray Inns, Inc. to BISHOP GRAY RETIREMENT FOUNDATION, INC., a Florida Corporation Not-For-Profit.

It is the purpose of said merged corporation to act as a supporting organization for the Episcopal Diocese of Central Florida, the Episcopal Diocese of Southeast Florida and the Episcopal Diocese of Southwest Florida, and to provide financial assistance to house elderly Episcopalians in said Diocese.

ARTICLE III

The name of the surviving corporation is BISHOP GRAY INNS, INC., a Florida Corporation Not-For-Profit.

ARTICLE IV

No changes in the Articles of Incorporation for the surviving corporation have been made other than the change of the name of the corporation from BISHOP GRAY INNS, INC., a Florida Corporation Not-For-Profit to BISHOP GRAY RETIREMENT FOUNDATION, INC., a Florida Corporation Not-For-Profit.

ARTICLE V

The Plan of Merger of the said corporations was adopted pursuant to Florida Statute 617.1103.

ARTICLE VI

The merger of Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit and Bishop Gray Inns Foundation, Inc., a Florida Corporation Not-For Profit and the change of name of said surviving corporation from Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit to Bishop Gray Retirement Foundation, Inc. a Florida Corporation Not-For-Profit will become effective on the date that the Certificate of Merger is issued by the Secretary of State, State of Florida.

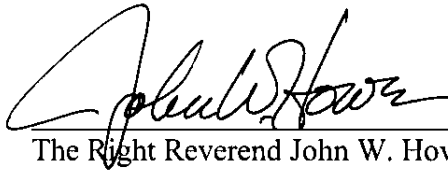
ARTICLE VII

The Board of Directors of Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit and Bishop Gray Inns Foundation, Inc., a Florida Corporation Not-For-Profit have adopted the Plan and Agreement of Merger.

ARTICLE VIII

The Board of Directors of Bishop Gray Inns, Inc., a Florida Corporation Not-For-Profit and Bishop Gray Inns Foundation, Inc., a Florida Corporation Not-For-Profit have adopted the Plan of Merger at its annual meeting called and held for that purpose on the 17th day of June, 2009, at which meeting a quorum was present and voting and such Plan of Merger was ratified and approved by unanimous vote of the Board of Trustees.

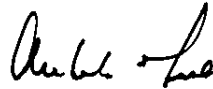
IN WITNESS WHEREOF the undersigned, being the President of the Board of Trustees does hereby make and execute these Articles of Merger and Change of Name declaring and certifying to the truth of the facts herein stated on this 9th day of December, 2009.



The Right Reverend John W. Howe
President
Bishop of the Diocese of Central Florida
and President of Bishop Gray Inns, Inc. and
Bishop Gray Inns Foundation, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of December, 2009, by The Right Reverend John W. Howe, as President of the Board of Trustees of Bishop Gray Inns Foundation, Inc., a Florida Corporation and Bishop Gray Inns, Inc., a Florida Corporation, and who is [☒] personally known to me or [☐] produced the following identification: _____, and who did not take an oath.

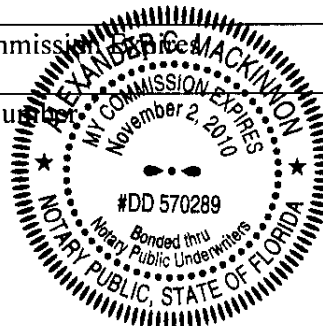


Notary Public
Alexander C. Mackinnon

Printed Name Below Signature

My Commission Expires

Serial Number



PLAN OF MERGER AND MERGER AGREEMENT

**For the merger of
BISHOP GRAY INNS FOUNDATION, INC.
with and into
BISHOP GRAY INNS, INC.
under the charter of
BISHOP GRAY INNS, INC.**

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 9th day of December, 2009, between BISHOP GRAY INNS, INC. (hereinafter referred to as "BGI"), a Florida corporation not-for-profit, with its main office located at 319 Raintree Court, Winter Park, Florida 32789, and BISHOP GRAY INNS FOUNDATION, INC., (hereinafter referred to as "BGIF"), a Florida corporation not-for-profit, with its main office located at 319 Raintree Court, Winter Park, Florida 32789.

WHEREAS, the entire Boards of Trustees of each of BGI and BGIF have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 617.1101 through 617.1106, Florida Statutes.

WHEREAS, BGI and BGIF are entering this Agreement to provide for the merger of BGIF with and into BGI, with BGI being the surviving corporation of such merger transaction.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

BGIF shall be simultaneously merged with and into BGI, with BGI thereby becoming the surviving corporation, under the charter of BGI (the "Merger").

SECTION 2

The name of BGI shall be changed to BISHOP GRAY RETIREMENT FOUNDATION, INC. (hereinafter referred to as "BGRF").

SECTION 3

The business of BGRF shall be that of providing assistance to elderly Episcopalians within the Diocese of Central Florida, South Florida and Southwest Florida.

SECTION 4

All assets of the BGI and BGIF, as they exist at the effective time of the Merger shall pass to and vest in BGRF without any conveyance or other transfer; and BGRF shall be considered the same business and corporate entity as BGI and BGIF with all the rights, powers and duties of each corporation and BGRF shall be responsible for all the liabilities of every kind and description, of each corporation.

SECTION 5

In the event that:

- (a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Trustees; or
- (b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the BGRF, upon and after the Merger, to conduct all or any part of the business activities being conducted by BGI and BGIF as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or
- (c) The Merger has not been consummated by December 31, 2009 (unless extended by the mutual consent of the parties hereto); or
- (d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Trustees of any of the corporations, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the corporations to the other of them, authorized or approved by resolution adopted by the Board of Trustees of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the corporations, or the trustees, officers, employees, or agents.

SECTION 6

This Merger shall become effective as of the 1st day of January, 2010.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.

BISHOP GRAY INNS, INC.

By: 

The Right Reverend John W. Howe,
Bishop of the Diocese of Central Florida,
As Its President

**BISHOP GRAY INNS FOUNDATION,
INC.**

By: 

The Right Reverend John W. Howe,
Bishop of the Diocese of Central Florida,
As Its President