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MERGER OR SHARE EXCHANGE

Epilepsy Foundation of Florida, Inc.

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EFFECTIVE DATE

June 30, 08

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**EFFECTIVE DATE**June 30, 08**ARTICLES OF MERGER  
(Not for Profit Corporations)**P. 2  
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The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                          | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------------|---------------------|------------------------|
| Epilepsy Foundation of Florida, Inc. | Florida             | 721887                 |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                                    | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Epilepsy Services of Broward, Inc.             | Florida             | N93000002352           |
| Epilepsy Foundation of Eastern Florida, Inc.   | Florida             | 723676                 |
| Epilepsy Foundation of Northeast Florida, Inc. | Florida             | N94000004263           |

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on June 30, 2008.

**Fifth:** The plan of merger was adopted by the Board of Directors of Epilepsy Foundation of Florida, Inc. ("EFOF"), the surviving corporation, by written consent, on June 10, 2008. EFOF does not have members entitled to vote. The number of Directors then in office was 24. The number of votes cast for the merger was sufficient for approval and the vote of the plan was as follows:

24 FOR 0 AGAINST

**Sixth:** The plan of merger was adopted by the sole member of Epilepsy Services of Broward, Inc., a merging corporation, by written consent, on June 10, 2008. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

1 FOR 0 AGAINST

**Seventh:** The plan of merger was adopted by the Board of Directors of Epilepsy Foundation of Eastern Florida, Inc. ("EFEF"), a merging corporation, by written consent, on June 10, 2008. EFEF does not have members entitled to vote. The number of Directors then in office was 24. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

24 FOR 0 AGAINST

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**Eighth:** The plan of merger was adopted by the Board of Directors of Epilepsy Foundation of Northeast Florida, Inc. ("EFNF"), a merging corporation, by written consent, on June 10, 2008. EFNF does not have members entitled to vote. The number of Directors then in office was 24. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

24 FOR 0 AGAINST

**EPILEPSY FOUNDATION OF FLORIDA, INC.,**  
a Florida corporation

By:   
Pat Dean, President

**EPILEPSY SERVICES OF BROWARD, INC.,**  
a Florida Corporation

By:   
Pat Dean, President

**EPILEPSY FOUNDATION OF EASTERN  
FLORIDA, INC.,** a Florida corporation

By:   
Pat Dean, President

**EPILEPSY FOUNDATION OF NORTHEAST  
FLORIDA, INC.,** a Florida corporation

By:   
Pat Dean, President

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**PLAN OF MERGER**

The following plan of merger of submitted in compliance with section 617.1101, Florida Statutes in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                          | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------------|---------------------|------------------------|
| Epilepsy Foundation of Florida, Inc. | Florida             | 721887                 |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                                    | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Epilepsy Services of Broward, Inc.             | Florida             | N93000002352           |
| Epilepsy Foundation of Eastern Florida, Inc.   | Florida             | 723676                 |
| Epilepsy Foundation of Northeast Florida, Inc. | Florida             | N94000004263           |

**Third:** On the effective date of the merger, the separate existence of each merging corporation shall cease and the surviving corporation, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of each merging corporation, without further action, shall be vested in the surviving corporation immediately following the merger. Following the merger, the surviving corporation shall be responsible for all liabilities and obligations of each merging corporation. Any claim existing or action or proceeding pending against any merging corporation may be continued as if the merger did not occur or the surviving corporation may be substituted for such merging corporation in any such proceeding. Neither the rights of creditors of nor any liens on the property of any merging corporation shall be impaired by the merger.

**Fourth:** The articles of incorporation of the surviving corporation in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**Fifth:** The directors and officers of the surviving corporation immediately before the merger shall continue to be the directors and officers immediately following the merger.

**Sixth:** The following additional terms and conditions shall apply to the merger:

(a) The operations of each merging corporation shall be maintained by the surviving corporation as separate operating divisions. The surviving corporation may file fictitious names for each local office or division, which may also be (and are hereinafter) referred to as "chapters" of the surviving corporation.

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(b) The surviving corporation shall maintain the level of service provided by each merging corporation.

(c) Employees of each merging corporation shall become employees of the surviving corporation, with compensation, seniority and benefits maintained.

(d) The surviving corporation shall retain the office managers operating each chapter.

(e) All administrative functions, e.g., state annual reports, financial statements, federal Forms 990 and 941, shall be filed by the surviving corporation. The surviving corporation may account for each chapter as a separate cost center, and may allocate income and expenses by chapter.

(f) Each chapter may engage in fund development and fundraising activities.

**Seventh:** The merger shall be effective June 30, 2008, or as soon thereafter as possible.

**Eighth:** Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of the surviving corporation or the board of directors of any merging corporation at any time before the filing of articles of merger; provided that the abandonment of this plan of merger by any merging corporation shall not affect the plan of merger as to the merger of any other merging corporation into the surviving corporation.

**IN WITNESS WHEREOF**, this plan of merger has been executed by the undersigned officers on June \_\_, 2008.

**EPILEPSY FOUNDATION OF FLORIDA, INC.,**  
a Florida corporation

By:   
Pat Dean, President

**EPILEPSY SERVICES OF BROWARD, INC.,**  
a Florida Corporation

By:   
Pat Dean, President


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**EPILEPSY FOUNDATION OF EASTERN  
FLORIDA, INC.,** a Florida corporation

By:   
Pat Dean, President

**EPILEPSY FOUNDATION OF NORTHEAST  
FLORIDA, INC.,** a Florida corporation

By:   
Pat Dean, President

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