

721887

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MERGER OR SHARE EXCHANGE
Epilepsy Foundation of Florida, Inc.

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ARTICLES OF MERGER
(Not for Profit Corporations)

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 Society of Northwest Florida, Inc.	Florida	727987

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon delivery to the Florida Department of State.

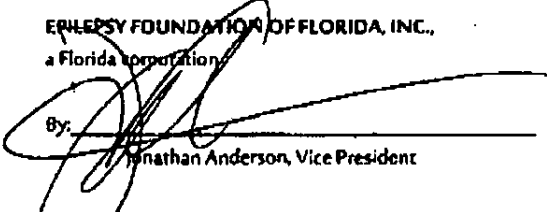
Fifth: The plan of merger was adopted by the Board of Directors of Epilepsy Foundation of Florida, Inc. ("EFOF") the surviving corporation, on November 14, 2013. EFOF does not have members entitled to vote. The number of voting Directors then in office was 20. The number of votes cast for the merger was sufficient for approval and the vote of the plan was as follows:

17 FOR 0 AGAINST

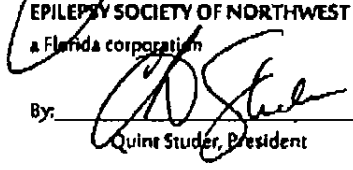
Sixth: The plan of merger was adopted by the members and Board of Directors of Epilepsy Society of Northwest Florida, Inc., the merging corporation, on January 7, 2014. The number of members was 7, and the number of Directors then in office was 7. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

7 FOR 0 AGAINST

EPILEPSY FOUNDATION OF FLORIDA, INC.,
a Florida corporation

By: 
Jonathan Anderson, Vice President

EPILEPSY SOCIETY OF NORTHWEST FLORIDA, INC.,
a Florida corporation

By: 
Quine Studer, President

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PLAN OF MERGER

The following plan of merger is 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 Society of Northwest Florida, Inc.	Florida	727967

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 merger shall be effective upon delivery to the Florida Department of State.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on _____, 2014.

EPILEPSY FOUNDATION OF FLORIDA, INC.,
a Florida corporation

By: 

Jonathan Anderson, Vice President

EPILEPSY SOCIETY OF NORTHWEST FLORIDA, INC.,
a Florida corporation

By: 

Quint Stauder, President

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