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DIVISION OF CORPORATION

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03 DEC 30 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FL 32301

C. Ocullette DEC 30 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 378094 7193709
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : December 30, 2003
ORDER TIME : 10:49 AM
ORDER NO. : 378094-005
CUSTOMER NO: 7193709
CUSTOMER: Ms. Kristy Hair
Greenberg Traurig, P.a.
Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

ARTICLES OF MERGER

HARBOR BRANCH OCEANOGRAPHIC
INSTITUTION, INC.

INTO

HARBOR BRANCH INSTITUTION,
INC.

Handwritten initials: "F. u" and "T. S."

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

EFFECTIVE DATE
01-01-04

The following articles of merger are submitted in accordance with Section 617.1105 of the Florida Not For Profit Corporation Act.

1. The name and jurisdiction of the surviving corporation is Harbor Branch Institution, Inc., a Florida not-for-profit corporation (the "Surviving Corporation").
2. The name and jurisdiction of the merging corporation is Harbor Branch Oceanographic Institution, Inc., a Florida not-for-profit corporation (the "Merging Corporation").
3. The Plan of Merger is attached hereto as Exhibit A.
4. The merger shall be effective as of January 1, 2004.

5. The Plan of Merger was adopted by the members of the Surviving Corporation at by written consent dated as of December 26, 2003. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows:

For: 4

Against: 0

6. The Plan of Merger was adopted by the members of the Merging Corporation at a meeting held on November 13, 2003. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows:

For: 4

Against: 0

HARBOR BRANCH INSTITUTION, INC.

By: _____

J. Seward Johnson, Jr., Chairman of the Board

HARBOR BRANCH OCEANOGRAPHIC INSTITUTION, INC.

By: _____

J. Seward Johnson, Jr., Chairman of the Board

**PLAN OF MERGER
MERGING
HARBOR BRANCH OCEANOGRAPHIC INSTITUTION, INC.
WITH AND INTO
HARBOR BRANCH INSTITUTION, INC.**

This Plan of Merger has been prepared in accordance with Section 617.1101 of the Florida Not For Profit Corporation Act.

1. The name and jurisdiction of the surviving corporation is Harbor Branch Institution, Inc., a Florida not-for-profit corporation (the "Surviving Corporation").
2. The name and jurisdiction of the merging corporation is Harbor Branch Oceanographic Institution, Inc., a Florida not-for-profit corporation (the "Corporation").
3. The Merger shall be effective on January 1, 2004 (the "Effective Date"), and as of the Effective Date, the Surviving Corporation shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of the Corporation.
4. As soon as practicable after the Merger, the Surviving Corporation shall file with the Secretary of State of the state of Florida Amended and Restated Articles of Incorporation.
5. As soon as practicable after the Merger, the Surviving Corporation shall amend and restate its Bylaws.