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**MERGER OR SHARE EXCHANGE  
ECONOMIC DEVELOPMENT COMMISSION OF MID-FLORIDA  
INCOR**

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**ARTICLES OF MERGER**

**OF**

**CENTRAL FLORIDA PARTNERSHIP, INC.,**  
**a Florida not for profit corporation**

**WITH AND INTO**

**ECONOMIC DEVELOPMENT COMMISSION**  
**OF MID-FLORIDA INCORPORATED,**  
**a Florida not for profit corporation**

Pursuant to the Florida Not For Profit Corporation Act, Central Florida Partnership, Inc., a Florida not-for-profit corporation, and Economic Development Commission of Mid-Florida Incorporated, a Florida not-for-profit corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of the CFP with and into the EDC:

**FIRST:** The plan of merger, pursuant to Sections 617.1101 and 617.1105 of the Florida Not For Profit Corporation Act (the "Plan of Merger"), is as follows:

1. Upon the filing of Articles of Merger with the Florida Department of State (the "Articles of Merger"), Central Florida Partnership, Inc., a not-for-profit corporation (the "CFP"), shall be merged with and into Economic Development Commission of Mid-Florida Incorporated, a not-for-profit corporation (the "EDC"), and the EDC shall be the surviving corporation of such merger (the "Merger"). The EDC is hereinafter sometimes referred to as the "Integrated Entity."

2. The terms and conditions of the Merger are as follows:

- (a) The Integrated Entity shall continue the corporate existence of the CFP under the laws of the State of Florida, and the Integrated Entity shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Integrated Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of the Merger; and the Integrated Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if the Merger had not taken place, or the Integrated Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.

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- (b) The Articles of Incorporation of the EDC, as amended and restated as of the Effective Date (as such term is defined below), will be the Articles of Incorporation of the Integrated Entity until thereafter amended as provided by law.
- (c) The Bylaws of the EDC, as amended and restated effective as of the Effective Date, will be the Bylaws of the Integrated Entity until thereafter amended as provided by law.
- (d) The members of the CFP will become members of the Integrated Entity as of the Effective Date and their rights will be specified in the bylaws of the Integrated Entity. The members of the EDC will become members of the Integrated Entity as of the Effective Date and their rights will be specified in the bylaws of the Integrated Entity.
- (e) The effective date of the Merger will be the date upon which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

**SECOND:** Neither the members of the CFP nor the members of the EDC are entitled to vote on the Plan of Merger.

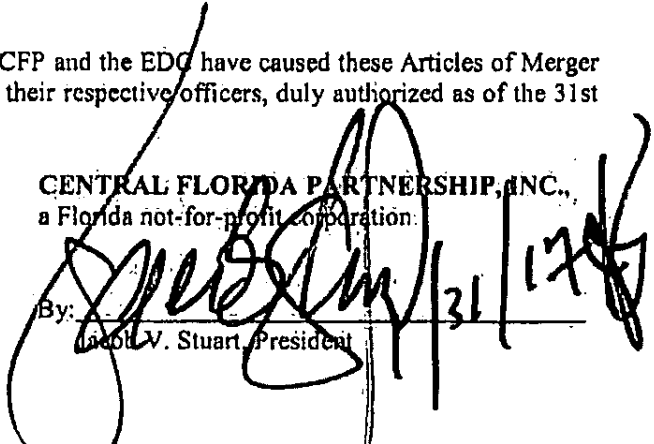
**THIRD:** The board of directors of the CFP approved the Merger and adopted the Plan of Merger at a meeting of the board of directors of the CFP held on November 9, 2016 at which a quorum of the board of directors was established. The number of directors then in office was fifty-eight (58). Twenty-six (26) of those directors attended the meeting. The vote for the approval of the Merger and the adoption of the Plan of Merger was as follows: twenty-six (26) in favor and zero (0) against.

**FOURTH:** The board of directors of the EDC approved the Merger and adopted the Plan of Merger at a meeting of the board of directors of the EDC held on November 15, 2016 at which a quorum of the board of directors was established. The number of directors then in office was ninety-four (94). Fifty-four (54) of those directors attended the meeting. There were three (3) non-voting board members who attended the meeting. The vote for the approval of the Merger and the adoption of the Plan of Merger was as follows: fifty-one (51) in favor and zero (0) against.

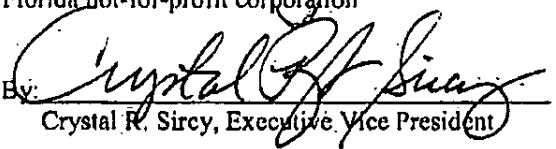
**[SIGNATURES ARE ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, the CFP and the EDC have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 31st day of January, 2017.

CENTRAL FLORIDA PARTNERSHIP, INC.,  
a Florida not-for-profit corporation

By:  31/1/17  
Jacob W. Stuart, President

ECONOMIC DEVELOPMENT COMMISSION  
OF MID-FLORIDA INCORPORATED, a  
Florida not-for-profit corporation

By:   
Crystal R. Sircy, Executive Vice President