

The Original

769116

NAPOLEONIC SOCIETY OF AMERICA

Founded in 1983

A NON-PROFIT 501-(c)(3) CORPORATION

1115 PONCE DE LEON BLVD., CLEARWATER, FLORIDA 33756

1-813-586-1779 • FAX - 1-813-581-2578

Web Page: <http://www.napoleonic-society.com>



OFFICERS

ROBERT M. SNIBBE
President and Managing Director
Belleair, FL

RONALD G. TIMLIN
Executive Vice President
Richardson, TX

DOUGLAS ALLAN
Vice President
W. Conshohocken, PA

MICHAEL E. SISKA
Treasurer
Salem, VA

CHARLES R. OSINSKI
Secretary
Allentown, PA

DIRECTORS

STANLEY S. APPEL
Sarasota, FL

ELLEN S. BAKER
New York, NY

CRAIN H. BLIWAS, M.D., S.C.M.
Delafield, WI

RUSSELL ETLING
Coral Gables, FL

WALTER ETLING
Miami, FL

JOSEPH L. GLOVER
Wellington, FL

J. ARMAND GELINAS, M.D.
Sun City, FL

FRED S. GUYTON
St. Louis, MO

WILLIAM MORAT, SR.
Germantown, TN

HONORARY MEMBERS

H.H. ALIX PRINCESS NAPOLÉON
Paris, France

NAPOLEON PRINCE MURAT
Paris, France

NAPOLEON BARON GOURGAUD
President
Souvenir Napoléonien
Paris, France

CHARLES-OTTO ZIESENIS
Vice President
Fondation Napoléonien
Paris, France

ALEXANDER COMTE WALEWSKI
Treasurer
Souvenir Napoléonien
Paris, France

RITA COMTESSE WALEWSKA
Director
Souvenir Napoléonien
Paris, France

BERNARD CHEVALLIER
Curator, Le Chateau de Malmaison
Reuil, France

MÈME. GUY GODLEWSKI
Vice President
Souvenir Napoléonien
Paris, France

DR. MAURICE PLANTIER
Ancien ministre
Paris, France

February 20, 1998

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Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed is a copy of the Articles of Merger and Plan of Merger and a Resolution adopted by unanimous consent of each of the organizations and Waivers of Notice regarding the merger of The Napoleonic Association, Inc., and the Napoleonic Society of America, Inc., both of which are registered with the Department of State. I am also enclosing a check for \$122.50 to cover the various fees.

I would appreciate it if you would confirm the acceptance of this document and take the Napoleonic Association off your mailing list.

Sincerely,

Bob Snibbe, President

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:47

merger
03-04-98
cc

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE NAPOLEONIC ASSOCIATION, INC., a Florida corporation, N95000005136

INTO

THE NAPOLEONIC SOCIETY OF AMERICA, INC., a Florida corporation,
769116

File date: March 2, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
AND
PLAN OF MERGER
BETWEEN
THE NAPOLEONIC SOCIETY OF AMERICA, INC.
AND
THE NAPOLEONIC ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:47

The undersigned parties, being legally and formally empowered by their respective Boards of Directors to do so, do hereby determine to merge The Napoleonic Association, Inc., a Florida Corporation, into The Napoleonic Society of America, Inc., also a Florida Corporation. The undersigned also hereby ratify and adopt the following "Plan of Merger," such term to be given the meaning contemplated by 617 Florida Statutes §1101:

Article I - Name of Merged Corporation

The name of the surviving corporation after merger shall be The Napoleonic Society of America, Inc.

Article II - Address

The Napoleonic Society of America shall continue to maintain its principal office at 1115 Ponce de Leon Boulevard, Clearwater, Florida 34616, or at such other location as the Directors shall from time to time designate as the principal location of the Corporation as they may see fit.

Article III - Assets and Liabilities

The Napoleonic Association hereby relinquishes and the Napoleonic Society of America hereby accepts all of the assets and liabilities of the Napoleonic Association, Inc., including any and all real estate, personal property including membership lists and records, choses in action, or otherwise.

Article IV - Nature of Merged Business

The purposes for which the merged entity bearing the name "Napoleonic Society of America, Inc." shall be organized are the same as those which were more fully enumerated in the Articles of Incorporation of the Napoleonic Society of America, Inc. which were filed with the Secretary of State, Corporation Bureau of the State

of Florida on June 27, 1983.

Article V - Effective Date

The effective date of the within merger shall be as of December 31, 1996.

Article VI - Changes to Articles of Incorporation
of Merged Corporation

There shall be no amendment to the Articles of Incorporation of The Napoleonic Society of America, Inc.

Article VII - Changes to Bylaws of Merged Corporation

There shall be no amendment to the bylaws of The Napoleonic Society of America, Inc.

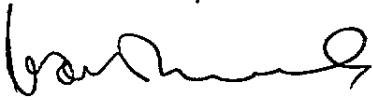
IN WITNESS HEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Merger and Plan of Merger under the laws of the State of Florida.

Dated AS OF:

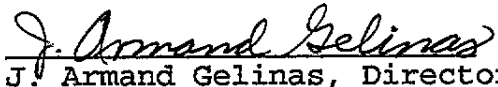
September 11, 1997

BY: Robert Snibbe
Robert Snibbe, Chairman of the Board
The Napoleonic Society of America, Inc.

BY: Robert Snibbe
Robert Snibbe, Chairman of the Board
The Napoleonic Association, Inc.



Walter Etling, Director



J. Armand Gelinas, Director



William Morat, Sr. Director



Joseph L. Glover, Director



Fred S. Guyton, Director

F.

RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF DIRECTORS

We, as members of the Board of Directors of The Napoleonic Society of America, Inc., a corporation organized under the Florida Not For Profit Corporation Act, being all the members of such Board as presently constituted, do by this writing consent to take the following actions and adopt the following resolutions:

WHEREAS, the goals and ideals of both the Napoleonic Society of America and the Napoleonic Association, Inc. are congruent, namely to glorify Napoleon Bonaparte, and to educate the American People and the World about the greatness of the Emperor of France; and

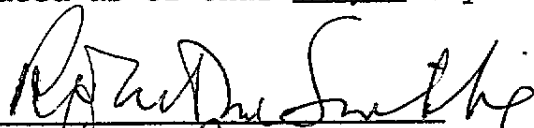
WHEREAS, it being a wasted effort to continue operating two Not For Profit Corporations when one may suffice; and

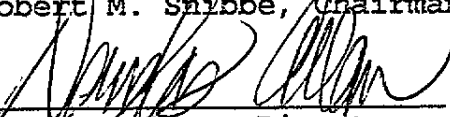
WHEREAS, both the Napoleonic Society of America and the Napoleonic Association, Inc. desire to merge together into one entity carrying forth the name Napoleonic Society of America;

THEREFORE, BE IT RESOLVED, that the attached Articles of Merger and Plan of Merger be hereby RATIFIED AND ADOPTED by unanimous consent of the Board of Directors, and Robert Snibbe, Chairman of the Board is hereby empowered to execute whatever documents are necessary to effectuate the Merger.

This consent is executed pursuant to the Not For Profit Corporation Act of the State of Florida.

Dated as of this 11th day of September, 1999.

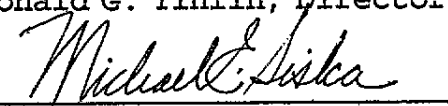

Robert M. Snibbe, Chairman

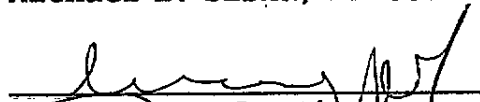

Douglas Allan, Director

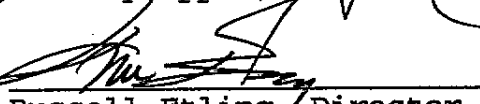

Charles R. Osinski, Director


Crain H. Bliwas, Director


Ronald G. Tinlin, Director


Michael E. Siska, Director


Stanley Appel, Director

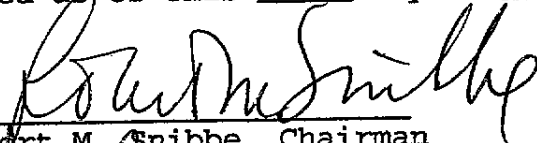

Russell Etling, Director

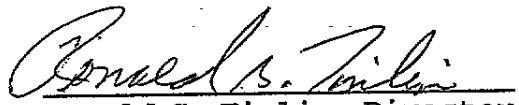
WAIVER OF NOTICE OF MEETING
OF BOARD OF DIRECTORS

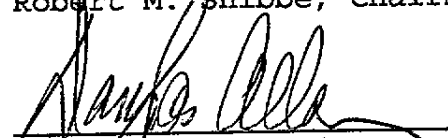
We, as members of the Board of Directors of The Napoleonic Society Association, Inc., a corporation organized under the Florida Not For Profit Corporation Act, being all the members of such Board as presently constituted, do by this writing consent to WAIVE any and all notice of meeting of the Board of Directors to which we were entitled. The corporation has no other members besides Board members.


This consent is executed pursuant to the Not For Profit Corporation Act of the State of Florida.

Dated as of this 12th day of September, 1997.

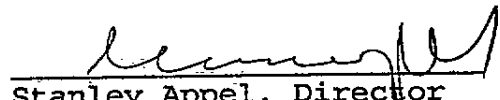

Robert M. Snibbe, Chairman


Ronald G. Tinlin, Director

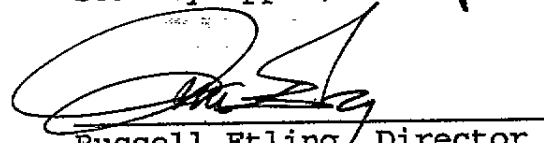

Douglas Allan, Director

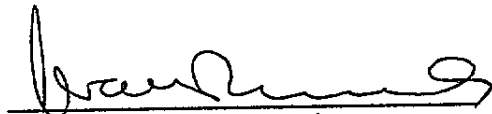

Michael E. Siska, Director

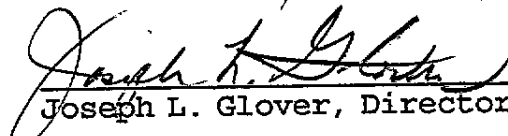

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