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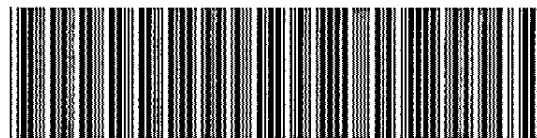
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Morgan N.C.
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THE LAW OFFICE OF
H. RICHARD BISBEE, P.A.
A Professional Association

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March 29, 2005

TRANSMITTAL LETTER

TO: Amendment Section

Division of Corporations Division of Corporations

P.O. Box 6327 409 E. Gaines St.

Tallahassee, FL 32314 Tallahassee, FL 32399

SUBJECT: Merger of the Indian River School Readiness Coalition, Inc., (to be dissolved) with the Okeechobee County School Readiness Coalition, Inc., (to be dissolved) and the surviving entity the School Readiness Coalition of Martin County, Inc., (to be re-named the Early Learning Coalition of Indian River, Martin and Okeechobee Counties, Inc.)

The enclosed Articles of Merger and fee are submitted for filing.

The effective date for the merger is April 1, 2005

Please return all correspondence concerning this matter to following:

H. Richard Bisbee, P.A.
1882 Capital Circle N.E.

Suite 206
Tallahassee, Florida 32308

For further information concerning this matter, please
call: Bill Reeves, Esq., at (850) 386-5300

Enclosed is our check for \$113.75 for the filing fee and a
certified copy (an additional copy is also enclosed)

ARTICLES OF MERGER

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:

Name	Jurisdiction	Document Number
School Readiness Coalition of Martin County, Inc.	Florida	N00000003385

Second: THE NAME AND JURISDICTION OF EACH MERGING CORPORATION:

Name	Jurisdiction	Document Number
Indian River County School Readiness Coalition, Inc.	Florida	N00000000404

Okeechobee County School Readiness Coalition, Inc.	Florida	N00000007861
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EFFECTIVE DATE
04-01-05

Third: THE PLAN OF MERGER IS ATTACHED.

Fourth: THE MERGER SHALL BECOME EFFECTIVE ON APRIL 1, 2005.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION:

The plan of merger was adopted by the members of the surviving corporation on February 18, 2005 after a duly noticed meeting, a quorum was present and the vote was sufficient for passage.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATIONS:

The plan of merger was adopted by the members of the Indian River County School Readiness Coalition, Inc., February 24, 2005, after a duly noticed meeting, a quorum was present and the vote was sufficient for passage.

The plan of merger was adopted by the members of the Okeechobee County School Readiness Coalition, Inc. on February 18, 2005 after a duly noticed meeting, a quorum was present and the vote was sufficient for passage.

Seventh: SIGNATURES FOR EACH CORPORATION:



Indian River County
School Readiness Coalition,
Inc.



School Readiness Coalition of
Martin County, Inc.

By: Charles A. Olsson

Title: Chair



Okeechobee County School
Readiness Coalition, Inc.

By: Michael Hill

Title: Chair

PLAN OF MERGER

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

First: THE NAME AND JURISDICTION OF THE SURVIVING CORPORATION:

Name	Jurisdiction
School Readiness Coalition Of Martin County, Inc.	Florida

Second: THE NAME AND JURISDICTION OF EACH MERGING CORPORATION:

Name	Jurisdiction
Indian River County School Readiness Coalition, Inc.	Florida
Okeechobee County School Readiness Coalition, Inc.	Florida

Third: THE TERMS AND CONDITIONS OF THE MERGER ARE AS FOLLOWS:

1. The name of the new multi-county coalition will be the Early Learning Coalition of Indian River, Martin and Okeechobee Counties, Inc.
2. The new mission statement of the new multi-county Coalition will be determined by the new Coalition.
3. The new vision statement of the new multi-county Coalition will be determined by the new Coalition.
4. The geographic location for the new Coalition will contain all of Indian River, Martin and Okeechobee Counties
5. The name of the surviving corporation will be changed to the Early Learning Coalition of Indian River, Martin and Okeechobee Counties, Inc.

6. The new coalition membership will be comprised of between 18 and 35 members with one third representative members from each of the merged Coalitions
7. The administrative and committee structures and their membership will be outlined in the Bylaws adopted by the new Coalition.
8. The new Coalition will use the federal identification number used by the surviving corporation.
9. The new coalition will distribute funding for each county based on separate allocations for each county and any and all rollover funds will remain with the county of origination to be used for local initiatives
10. The principal office of the new Coalition will be located in Martin County, but additional offices may be located in each or all of the three counties as the members determine or as affairs of the organization may require.
11. The new Coalition will be organized and operated pursuant to the School Readiness Act, codified as Section 410.01, et. seq., Florida Statutes, and applicable procedures adopted by the State of Florida Agency for Workforce Innovation and other agencies having jurisdiction over the Coalition.
12. Terms and conditions for appointments of members will be outlined in the Bylaws adopted by the new Coalition and will be staggered, of a uniform length not to exceed 4 years per term. Appointed members may serve a maximum of 2 terms and vacancies will be advertised and filled according to procedures also set forth in the Bylaws.

Fourth: A STATEMENT OF ANY CHANGES IN THE ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION TO BE AFFECTED BY THE MERGER IS AS FOLLOWS:

The name of the surviving corporation (School Readiness Coalition of Martin County, Inc.) will be changed to the Early Learning Coalition of Indian River, Martin and Okeechobee Counties, Inc.

Fifth: OTHER PROVISIONS RELATING TO THE MERGER ARE AS FOLLOWS:


1. The Indian River County School Readiness Coalition, Inc., and Okeechobee County School Readiness Coalition, Inc. will merge into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;
2. The title to all real estate and other property, or any interest therein, owned by the Indian River County School Readiness Coalition, Inc., and the Okeechobee County School Readiness Coalition, Inc., is vested in the surviving corporation, as renamed, without reversion or impairment;

3. The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;
4. Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;
5. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger;
6. The articles of incorporation of the surviving corporation are amended to the extent provided in the plan of merger; and
7. Members of each corporation which is a party to the merger, other than the surviving corporation, are entitled only to the rights, if any, provided in the articles of merger.

Sixth: ABANDONMENT

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 School Readiness Coalition of Martin County (a/k/a The Early Learning Coalition of Martin County), the surviving corporation, or by the board of directors of the merging corporations at any time before the filing of articles of merger.

In Witness Whereof, this plan of merger has been executed by the undersigned officers as follows:



Indian River County
School Readiness Coalition,
Inc.

By:

Title:

Dated: 3-9-05



School Readiness Coalition of
Martin County, Inc.

By: Charles A. Olson

Title: Chair

Dated: 3/9/05



Okeechobee County School
Readiness Coalition, Inc.

By: Michael Hill

Title: Chair

Dated: 3/9/05