

NO2000007480

(Requestor's Name)

23855 NE County RD, 314
(Address)

(Address)

Salt Springs, FL
(City/State/Zip/Phone #)

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(Business Entity Name)

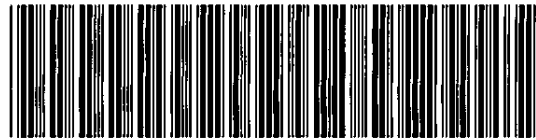
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TALLAHASSEE, FLORIDA

merge

ARTICLES OF MERGER

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07 FEB 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 617.1105 and 15 Pa C.S. 5926, AMRIT YOGA FOUNDATION INC., a Florida not-for-profit corporation, and AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation adopt the following Articles of Merger for the purpose of merging AMRIT YOGA FOUNDATION INC. Into AMRIT YOGA FOUNDATION, the latter of which is to survive the merger.

1. The Plan and Agreement of Merger dated 2/5, 2007, a copy of which is attached hereto and incorporated herein as Exhibit A by and between AMRIT YOGA FOUNDATION INC., a Florida not-for-profit corporation, and AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, was duly approved by unanimous consent of the Boards of Directors of each corporation, pursuant to Florida Statute 617.1105 and 15 Pa. C. S. 5926 on 5th of February 2007

2. Neither constituent corporation has any members and are operated solely by their Boards of Directors, which unanimously approved the Plan and Agreement of Merger as stated in Paragraph 1 hereof.

3. The effective date of the merger is the date these Articles of Merger are filed with the Secretary of State of the State of Florida.

Executed this 5 day of February, 2007

AMRIT YOGA FOUNDATION

Kamini A. Desai
by KAMINI A. DESAI, President

AMRIT YOGA FOUNDATION INC

Kamini A. Desai
by KAMINI A. DESAI, President

Attest:

Lila H. Ivey
by LILA H. IVEY, Secretary

Attest:

Lila H. Ivey
By LILA H. IVEY, Secretary

PLAN AND AGREEMENT OF MERGER

AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, and AMRIT YOGA FOUNDATION, INC., a Florida not-for-profit corporation, enter into this Plan and Agreement of Merger this 5 day of February, 2002.

WITNESSETH:

WHEREAS, AMRIT YOGA FOUNDATION is a nonprofit corporation duly organized and existing under the laws of the state of Pennsylvania; and

WHEREAS, AMRIT YOGA FOUNDATION, INC. is a not-for-profit corporation duly organized and existing under the laws of the state of Florida; and

WHEREAS, the officers and directors of both corporations and the activities and operations of both corporations are the same; and

WHEREAS, both corporations wish to merge their activities and operations such that the activities and operations of the two corporations shall be undertaken solely by Amrit Yoga Foundation, a Pennsylvania nonprofit corporation, pursuant to its Articles of Incorporation, Bylaws and other organizational documents;

NOW THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties and representations contained in this Agreement, AMRIT YOGA FOUNDATION, INC. and AMRIT YOGA FOUNDATION agree as follows:

1. AMRIT YOGA FOUNDATION, INC., a Florida not-for-profit corporation, shall be merged into AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, and AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, shall continue to operate under

the laws of the State of Pennsylvania as the sole surviving corporation (hereafter “merger”) in the following respects:

a. The purposes of AMRIT YOGA FOUNDATION, the surviving corporation (sometimes referred to herein solely as “the surviving corporation”), shall be as they appear in the Articles of Incorporation of AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, on file with the Department of State of the State of Pennsylvania. The terms and provisions of such Articles of Incorporation are incorporated into this Agreement. From and after the effective date of this Agreement and until further amended, altered, or restated, as provided by law, the Articles of Incorporation of AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

b. The Bylaws of AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, shall be the Bylaws of the surviving corporation until they shall be amended, altered, or otherwise changed as provided by law.

c. The registered agent of the surviving corporation, in Florida, and the address of the registered office in Florida shall be LILA H. IVEY, 23855 NE COUNTY ROAD 314 SALT SPRINGS, FLORIDA 32134.

d. As of the effective date of the merger, the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of AMRIT YOGA FOUNDATION, INC, a Florida corporation not-for-profit corporation, on the effective date.

e. As of the effective date of the merger, the officers of the surviving corporation shall be the persons constituting the officers of AMRIT YOGA FOUNDATION, INC., a Florida not-

for-profit corporation, on the effective date.

2, This Agreement shall be submitted to the Boards of Directors of AMRIT YOGA FOUNDATION, INC. and AMRIT YOGA FOUNDATION for their consent and approval in accordance with Florida Statute 617.1103 and 115 Pa C.S. 5926. If this Agreement is adopted and approved in accordance with the laws of the State of Florida and the laws of the State of Pennsylvania, the appropriate Articles of Merger, copies of which are attached, shall be signed in duplicate, acknowledged and filed, pursuant to the laws of the State of Florida and State of Pennsylvania, and shall become effective upon the filing of this Agreement and the Articles of Merger with the Secretary of State of Florida and the Department of State of the State of Pennsylvania.

3. When this Agreement is signed, acknowledged and filed, the separate existence of AMRIT YOGA FOUNDATION, INC. a Florida not-for-profit corporation shall immediately cease and AMRIT YOGA FOUNDATION, INC., a Florida not-for-profit corporation shall be merged into the surviving corporation, AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation. The surviving corporation, AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, franchises, licenses, recognitions and registrations, both of a public and private nature, the constituent corporations possessed prior to the merger and shall be subject to all restrictions and duties of the constituent corporations so merged. All property, whether real, personal or mixed of the constituent corporations, all debts due either of the constituent corporations on whatever account or belonging to each of the constituent corporations and all liabilities and duties of the constituent corporations existing as of the

effective date of the merger shall constitute the property, debts, liabilities and duties of the surviving corporation following the merger and may be enforced against the surviving corporation to the same extent as if those debts, liabilities and duties were incurred or contracted by the surviving corporation. Title to all real estate, whether vested by deed or otherwise, in either of the constituent corporations under any state where the real property of the constituent corporations may be located shall not be impaired by the merger (provided that any liens and rights of creditors upon the property shall be preserved unimpaired).

4. The constituent corporations represent and warrant to each other that they are duly organized, validly existing and in good standing under the laws of the State where each is incorporated, they have full power and authority to carry on their activities and operations and have entered into this Agreement after being duly authorized by the Board of Directors of each of the constituent corporations in accordance with Florida Statute 617.1105 and (Pennsylvania statute).

5. Upon execution of this Agreement the surviving corporation, AMRIT YOGA FOUNDATION, a Pennsylvania nonprofit corporation, shall immediately file the appropriate application with the Secretary of State, State of Florida, for a foreign corporation to transact business in the State of Florida.

6. This Agreement constitutes the entire Agreement between the parties and may not be modified except by a writing signed by both parties.

7. This Agreement is made pursuant to and shall be construed in accordance with the laws of the State of Florida.

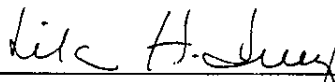
IN WITNESS WHEREOF the duly authorized officers of AMRIT YOGA

FOUNDATION and AMRIT YOGA FOUNDATION, INC. have executed this Plan and Agreement of Merger.

AMRIT YOGA FOUNDATION


by KAMINI A. DESAI, President

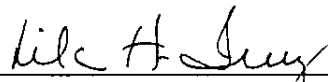
Attest:


by LILA H. IVEY, Secretary

AMRIT YOGA FOUNDATION, INC.


by KAMINI A. DESAI, President

Attest:


By LILA H. IVEY, Secretary

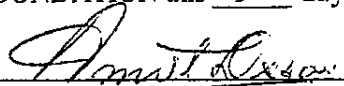
**WRITTEN ACTION OF THE
BOARD OF DIRECTIONS OF
AMRIT YOGA FOUNDATION**

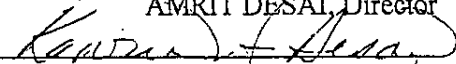
Pursuant to 15 Pa. C.S. § 5926, the undersigned being all the Directors of AMRIT YOGA FOUNDATION, a not-for-profit Pennsylvania corporation, hereby consent to and approve the following resolutions which actions shall have the same force and effect as if taken at a regularly scheduled meeting of the Board of Directors of said corporation duly called and held, and direct that this written consent to such action be filed with the Minutes of the proceedings of the Board of Directors of the corporation.

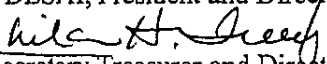
RESOLVED that the officers and directors of the corporation be and they are hereby authorized and directed on behalf of the corporation and under its corporate seal or otherwise, to execute the Plan and Agreement of merger and the Articles of Merger attached hereto and incorporated herein as Composite Exhibit "A".

FURTHER RESOLVED that the proper officers of this corporation be and they are hereby authorized and directed on behalf of the corporation and under its corporate seal, or otherwise, to take whatever and other actions may be necessary in order to effectuate the intent and purposes of the foregoing resolutions.

WITNESS the Consent of each director of AMRIT YOGA FOUNDATION this 5 day of February, 2008



AMRIT DESAI, Director


KAMINI A. DESAI, President and Director


LILA H. IVEY, Secretary Treasurer and Director

WRITTEN ACTION OF THE
BOARD OF DIRECTORS OF
AMRIT YOGA FOUNDATION INC.

Pursuant to Section 617.0821, Florida Statutes, the undersigned being all the Directors of AMRIT YOGA FOUNDATION, INC., a not-for-profit Florida corporation, hereby consent to and approve the following resolutions which actions shall have the same force and effect as if taken at a regularly scheduled meeting of the Board of Directors of said corporation duly called and held, and direct that this written consent to such action be filed with the Minutes of the proceedings of the Board of Directors of the corporation.

RESOLVED that the officers and directors of the corporation be and they are hereby authorized and directed on behalf of the corporation and under its corporate seal or otherwise, to execute the Plan and Agreement of merger and the Articles of Merger attached hereto and incorporated herein as Composite Exhibit "A".

FURTHER RESOLVED that the proper officers of this corporation be and they are hereby authorized and directed on behalf of the corporation and under its corporate seal, or otherwise, to take whatever and other actions may be necessary in order to effectuate the intent and purposes of the foregoing resolutions.

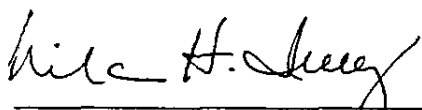
WITNESS the Consent of each director of AMRIT YOGA FOUNDATION, INC. this 5 day of February, 2007



AMRIT DESAI, Director



KAMINI A. DESAI, President and Director



LILA H. IVEY, Secretary Treasurer and Director