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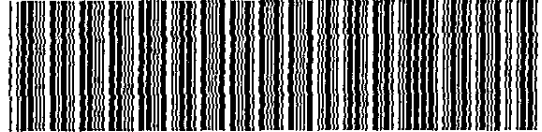
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Effective
1-1-2004

FILED
03 DEC 22 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge
all 1-2-04

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* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER
** REGISTERED PATENT ATTORNEY
^o BOARD CERTIFIED CITY, COUNTY &
LOCAL GOVERNMENT LAWYER
^o BOARD CERTIFIED TAX LAWYER

December 16, 2003

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Merger of Robert G. Friedman Foundation, Inc.,
a Florida not for profit corporation

Dear Sir/Madam:

I am enclosing the following documents to merge the Robert G. Friedman Foundation, Inc., an Illinois not for profit corporation, into the Robert G. Friedman Foundation, Inc., a Florida not for profit corporation:

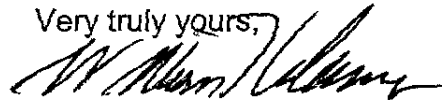
1. Articles of Merger;
2. Transmittal Letter;
3. Copy of Plan of Merger;
4. Copy of Resolution authorizing the Merger; and
5. Check payable to the Secretary of State in the amount of \$78.75 for the filing fee and a certified copy to be returned to me.

This merger is to be effective on January 1, 2004 and is being filed now in advance of that date.

Amendment Section
Florida Division of Corporations
December 16, 2003
Page 2 of 2

If you have any questions, or need any additional information, please contact me at your convenience.

Very truly yours,



William T. Coleman

WTC/krd

Enclosures

cc: Mr. Robert G. Friedman, President (w/encls.)

G:\WPFiles\clients\Friedman, R.G. Foundation\Merger of IL Corp\Corresp\FLSECSTATE.wpd

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Robert G. Friedman Foundation, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

William T. Coleman, Esq.
(Name of person)

Brinkley, McNerney, Morgan, Solomon & Tatum, LLP
(Name of firm/company)

200 East Las Olas Boulevard, Suite 1900
(Address)

Fort Lauderdale, Florida 33301
(City/state and zip code)

For further information concerning this matter, please call:

William T. Coleman, Esq. At (954) 522-2200
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Not for Profit Corporations)

Effective
1-1-04

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

03 DEC 22 PM 11:15
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Robert G. Friedman Foundation, Inc.	Florida	N03000005599

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Robert G. Friedman Foundation, Inc.	Illinois	51079175
Robert G. Friedman Foundation, Inc.	Florida	N03000005599
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 01 / 01 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 12/ /04. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 12/ /04. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Robert G. Friedman Foundation, Inc.	<i>R G Friedman</i>	Robert G. Friedman, President/Treasurer/Director
	<i>Eugene S. Friedman</i>	Eugenia S. Friedman, Secretary/Director
	<i>Elizabeth F. O'Connor</i>	Elizabeth Friedman O'Connor, Director
Robert G. Friedman Foundation, Inc.	<i>R G Friedman</i>	Robert G. Friedman, President/Treasurer/Director
	<i>Eugene S. Friedman</i>	Eugenia S. Friedman, Secretary/Director
	<i>Elizabeth F. O'Connor</i>	Elizabeth Friedman O'Connor, Director

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.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Robert G. Friedman Foundation, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Robert G. Friedman Foundation, Inc.

Florida

Robert G. Friedman Foundation, Inc.

Illinois

The terms and conditions of the merger are as follows:

See attached Plan.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

There are no substantive changes to the Articles.

Other provisions relating to the merger are as follows:

See attached Plan.

PLAN OF MERGER

This Plan of Merger, dated this 17 day of December, 2003, but effective January 1, 2004, is between the Robert G. Friedman Foundation, Inc., a Florida not for profit corporation (herein sometimes referred to as "RGF FL"), and all of the Directors thereof, and Robert G. Friedman Foundation, Inc., an Illinois not for profit corporation (herein sometimes referred to as "RGF ILL"), and all of the Directors thereof (the two corporations hereinafter sometimes referred to as the "Constituent Corporations").

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and generally to the best welfare of the Constituent Corporations that RGF ILL be merged into RGF FL under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida and the laws of the State of Illinois; and

WHEREAS, the Board of Directors of each of the Constituent Corporations intends that this merger constitute and be qualified as a tax free reorganization under Section 368(a)(1)(F) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"); and

WHEREAS, RGF ILL has entered into this Plan of Merger because the principal place where the work of the organization is now is in the State of Florida and outside the State of Illinois. It is therefore reasonable and more practical to operate the organization under the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and mutual agreements, covenants, and provisions hereinafter set forth, the parties hereto agree that RGF ILL be merged into RGF FL and hereby agree upon and prescribe the terms and conditions of such merger and the manner of carrying the same into effect as follows:

1. Surviving Corporation. RGF ILL is hereby merged into RGF FL; RGF FL merges RGF ILL into itself; and RGF FL shall be the surviving corporation, a single corporation, organized under the laws of the State of Florida with the name the "Robert G. Friedman Foundation, Inc.", hereinafter sometimes also referred to as the "Surviving Corporation." The separate existence of RGF ILL shall cease at the effective time of the merger, except insofar as it may be continued by law or in order to carry out the purposes of this Plan of Merger and except as may be required by the State of Illinois.

The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Robert G. Friedman Foundation, Inc.	Florida
Robert G. Friedman Foundation, Inc.	Illinois

The exact name and jurisdiction of the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Robert G. Friedman Foundation, Inc.	Florida

2. Articles of Incorporation of Surviving Corporation. The facts required to be set forth in the Articles of Incorporation of a corporation organized under the laws of the State of Florida and that can be stated in the case of a merger are set forth in the attached Articles of Incorporation of RGF FL, a copy of which is attached hereto as Exhibit "A".

3. Bylaws. The Bylaws of RGF ILL at the effective time of merger shall be the bylaws of the Surviving Corporation until altered or repealed as provided therein.

4. Board of Directors and Officers. The members of the Board of Directors and officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were members of the Board of Directors and the officers, respectively, of RGF ILL immediately prior to the effective time of the merger, and such persons shall serve as members of the Board of Directors and officers, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

5. Rights and Liabilities of Surviving Corporation. At and after the effective time of the merger, the Surviving Corporation shall succeed to and possess, without further act, deed or undertaking, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors or each of the Constituent Corporations against all such debts, liabilities, and duties and against all claims and demands arising out of the merger.

6. Further Assurances of Title. As and when requested by the Surviving Corporation, or by its successors and assigns, RGF ILL will execute and deliver, or cause to be executed and delivered, all such deeds and instruments and will take, or cause to be taken, all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason of, or as a result of, the merger herein provided for, and otherwise to carry out the intent and purposes hereof, and the officers and directors of RGF ILL and

the officers and directors of the Surviving Corporation are fully authorized in the name of RGF ILL or otherwise to take any and all such action. All statements that are required under the laws of the States of Florida and Illinois have been complied with.

7. Service of Process on the Surviving Corporation. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of RGF ILL, as well as for the enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or proceeding to enforce the right of any and hereby irrevocably appoints the Secretary of State of Illinois as its agent to accept service of process in any suit or other proceeding. Copies of such process shall be mailed to Daniel P. J. O'Connor, Esq., Brinkley, McNerney, Morgan, Soloman & Tatum, LLP, 200 East Las Olas Blvd., 19th Floor, Fort Lauderdale, FL 33301.

8. Effective Time of Merger. The merger shall take effect at the time (herein sometimes referred to as the "effective time of merger"), or the happening of whichever of the following events occurs last:


A. The filing in the Office of the Secretary of State, Division of Corporations, State of Florida, of the Articles of Merger of RGF ILL into the Surviving Corporation pursuant to Sections 607.1101 et seq. of the Florida Statutes.

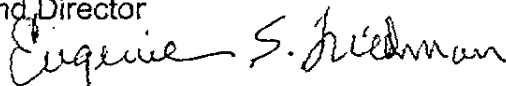
B. The filing of this Plan of Merger in the office of the Secretary of State, State of Illinois as required by law.

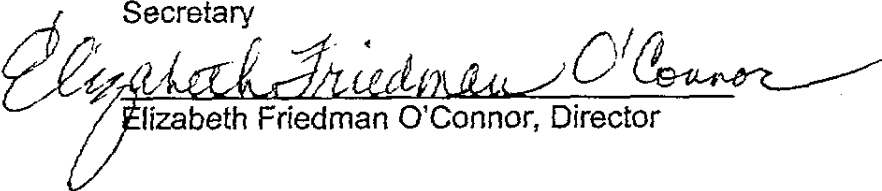
IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by its Board of Directors, has caused this Plan of Merger to be executed by all of its Directors on this VI day of December 2003.

**Robert G. Friedman Foundation, Inc., a
Florida Not For Profit Corporation**

Unanimously Approved By All
Officers and Directors


Robert G. Friedman, President, Treasurer
and Director


Eugenie S. Friedman, Director and
Secretary

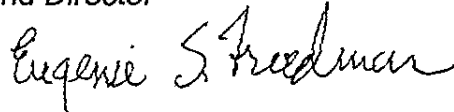

Elizabeth Friedman O'Connor, Director

**Robert G. Friedman Foundation, Inc., an
Illinois Not For Profit Corporation**

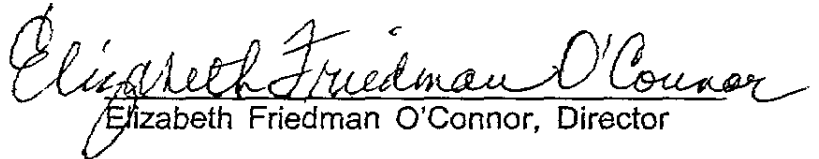
Unanimously Approved By All
Officers and Directors



Robert G. Friedman, President, Treasurer
and Director



Eugenie S. Friedman, Director and
Secretary



Elizabeth Friedman O'Connor, Director

**RESOLUTION OF THE DIRECTORS
OF**

Robert G. Friedman Foundation, Inc.
(a Florida not for profit corporation)

The undersigned, constituting all of the members of the Board of Directors of the captioned Corporation, by execution hereof pursuant to applicable provisions of Florida law, hereby adopt this Resolution and consent to, approve and adopt the following as Corporate acts:

WHEREAS, the Board of Directors has previously authorized and approved the filing of an application for determining that the Corporation is a foundation exempt under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Corporation has received notification that it is exempt under the Code;

WHEREAS, the Board of Directors has determined that Robert G. Friedman, Inc., an Illinois corporation will merge into the Corporation effective January 1, 2004 in a merger under Code Section 368(a)(1)(F).

The following resolutions were therefore adopted:

Resolved, that the Board of Directors of the Corporation have determined that it is in the best interest of the Corporation to merge with the Robert G. Friedman, Inc., an Illinois not for profit corporation, because the principal place where the work of the organization is now in the State of Florida and outside the State of Illinois and it is therefore reasonable and more practical to operate the organization under the laws of the State of Florida.

Resolved Further, that the Board of Directors has therefor authorized and consented to the merger and adopted the Plan of Merger set forth in Exhibit A attached hereto which merger shall be effective on January 1, 2004.

Resolved Further, that the President of the Corporation is hereby authorized and directed to take all steps necessary to complete the merger in accordance with the Plan of Merger.

IN WITNESS WHEREOF, the Board of Directors have adopted this Resolution
the 17 day of December 2003.

R G Friedman

Robert G. Friedman, Director

Eugenie S. Friedman

Eugenie S. Friedman, Director

Elizabeth Friedman O'Connor

Elizabeth Friedman O'Connor, Director

**RESOLUTION OF THE DIRECTORS
OF**

Robert G. Friedman Foundation, Inc.
(an Illinois not for profit corporation)

The undersigned, constituting all of the members of the Board of Directors of the captioned Corporation, by execution hereof pursuant to applicable provisions of Florida law, hereby adopt this Resolution and consent to, approve and adopt the following as Corporate acts:

WHEREAS, the Robert G. Friedman Foundation, Inc., a Florida not for profit corporation (the Florida corporation) was formed and filed an application for determining that the Florida corporation is a foundation exempt under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Florida corporation has received notification that it is exempt under the Code;

WHEREAS, the Board of Directors has determined that Corporation will merge into the Florida corporation effective January 1, 2004 in a merger under Code Section 368(a)(1)(F).


The following resolutions were therefore adopted:

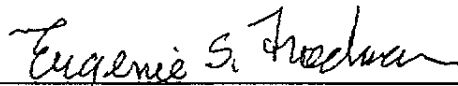
Resolved, that the Board of Directors of the Corporation have determined that it is in the best interest of the Corporation to merge into the Florida corporation because the principal place where the work of the Corporation is now in the State of Florida and outside the State of Illinois and it is therefore reasonable and more practical to operate the organization under the laws of the State of Florida.

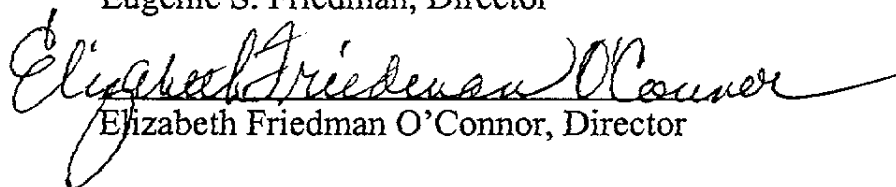
Resolved Further, that the Board of Directors has therefor authorized and consented to the merger and adopted the Plan of Merger set forth in Exhibit A attached hereto which merger shall be effective on January 1, 2004.

Resolved Further, that the President of the Corporation is hereby authorized and directed to take all steps necessary to complete the merger in accordance with the Plan of Merger.

IN WITNESS WHEREOF, the Board of Directors have adopted this Resolution
the 17 day of December 2003.


Robert G. Friedman, Director


Eugenie S. Friedman, Director


Elizabeth Friedman O'Connor, Director