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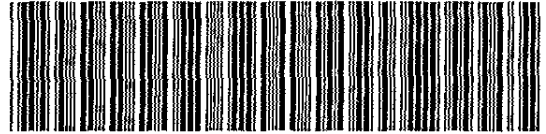
(Business Entity Name)

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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** NYIL, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Stephen C. Minnich  
(Name of person)

Blanco Tackabery Combs & Matamoros, P.A.  
(Name of firm/company)

P.O. Drawer 25008  
(Address)

Winston-Salem, NC 27114-5008  
(City/state and zip code)

For further information concerning this matter, please call:

Stephen C. Minnich At ( 336 ) 293-9000  
(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)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>NIIL, Inc.</u>	<u>Florida</u>	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>National Institute for Innovative</u>	<u>Kentucky</u>	<u>0435075 (Kentucky)</u>
<u>Leadership in Early Education and</u>		
<u>Care, Inc.</u>		

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the later of (i) September 30, 2003; or (ii) the date the Articles of Merger are filed with the Florida Department of State.

**OR**           /          /           (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 09/15/2003. The number of directors in office was 9. The vote for the plan was as follows: 9 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 09/15/2003. The number of directors in office was 9. The vote for the plan was as follows: 9 FOR 0 AGAINST \_\_\_\_\_

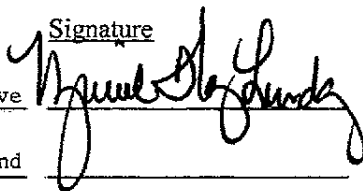
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

National Institute for Innovative

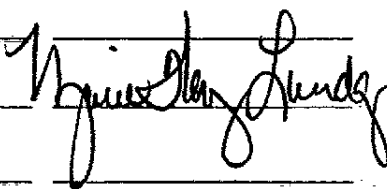


Muriel Wong Lundgren, Executive Director

Leadership in Early Education and

Care, Inc.

NIIL, Inc.



Muriel Wong Lundgren, Executive Director

**PLAN OF MERGER  
FOR THE MERGER OF  
NATIONAL INSTITUTE FOR INNOVATIVE LEADERSHIP  
IN EARLY EDUCATION AND CARE, INC., a Kentucky nonprofit corporation  
INTO  
NIIL, INC., a Florida not for profit corporation (to be known post-merger as  
"National Institute for Innovative Leadership in Early Education and Care, Inc.")**

**THIS PLAN OF MERGER** is adopted pursuant to Florida Statutes § 617.1101 and Kentucky Revised Statutes § 273.277 for the purpose of merging National Institute for Innovative Leadership in Early Education and Care, Inc., a Kentucky nonprofit corporation (the "Merging Corporation"), into NIIL, Inc., a Florida not for profit corporation (the "Surviving Corporation").

The Surviving Corporation and the Merging Corporation intend that, pursuant to the applicable statutes of the State of Florida and the State of Kentucky, and subject to the terms and conditions herein set forth, the Merging Corporation shall be merged with and into the Surviving Corporation and the plan, terms and conditions of such merger shall be as follows:

1. **NAME OF SURVIVING CORPORATION.** The name of the Surviving Corporation, a Florida not for profit corporation presently incorporated as NIIL, Inc., shall be changed effective with the merger to "National Institute for Innovative Leadership in Early Education and Care, Inc."
2. **MERGER.** Upon the effective date of the merger, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The Surviving Corporation shall be deemed to have assumed all of the obligations and to have acquired all of the rights of the Merging Corporation. The date when the merger becomes effective is hereinafter referred to as the "Effective Date."
3. **BOARD OF DIRECTORS.** The Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation are identical, and shall continue as the Board of Directors for the Surviving Corporation after the merger.
4. **AMENDMENT TO ARTICLES.** The Articles of Incorporation of the Surviving Corporation shall be amended, effective as of the Effective Date, to change the name of the Surviving Corporation to "National Institute for Innovative Leadership in Early Education and Care, Inc."
5. **ABANDONMENT.** After the approval of this Plan of Merger as set forth above, at any time prior to the Effective Date, the Executive Director of the Surviving Corporation and the Executive Director of the Merging Corporation may abandon the merger.

6. **CHARITABLE STATUS.** The Surviving Corporation shall succeed to the interests of the Merging Corporation as a charitable organization qualified under § 501(c)(3) of the Internal Revenue Code.

7. **EFFECTIVE DATE.** This merger shall become effective upon the later of (a) the filing of the Articles of Merger with the Corporations Division or (b) 11:59:59 p.m., Eastern Standard Time, on September 30, 2003.