

# N05000003778

## Florida Department of State

### Division of Corporations

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## MERGER OR SHARE EXCHANGE

### THE NEFF FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

Merger  
10 8/24/05

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## ARTICLES OF MERGER

OF

THE NEFF FOUNDATION, INC.,  
a New Jersey nonprofit corporation,

WITH AND INTO

THE NEFF FOUNDATION, INC.,  
a Florida not for profit corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "Act"), the domestic not for profit corporation and the foreign nonprofit corporation herein named do hereby submit the following Articles of Merger.

1. The name of the surviving corporation shall be THE NEFF FOUNDATION, INC., a Florida not for profit corporation (the "Surviving Corporation").

2. The name of the merging entity is THE NEFF FOUNDATION, INC., a New Jersey nonprofit corporation (the "Merging Corporation"), which shall merge with and into the Surviving Corporation.

3. Attached hereto as *Exhibit A* and made a part hereof is the Agreement and Plan of Merger (the "Plan").

4. In accordance with Section 617.0701 of the Act, the Plan was approved without a meeting by unanimous written consent of all of the members and all of the directors of the Surviving Corporation, dated as of the date of these Articles. The Plan was approved and adopted by the members and trustees of the Merging Corporation in accordance with the applicable laws of its jurisdiction of organization without a meeting by unanimous written consent, dated as of the date of these Articles.

5. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Corporation and has been authorized in compliance with said laws.

Date: August 23, 2005

THE NEFF FOUNDATION, INC.,  
a New Jersey nonprofit corporation

By: 

Richard B. Neff, President

[Signatures continue on next page]

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[Signatures continued from previous page]

THE NEFF FOUNDATION, INC.,  
a Florida not for profit corporation

By: 

Richard B. Neff, President

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*Exhibit A*

**Agreement and Plan of Merger**

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**AGREEMENT AND PLAN OF MERGER**

of

**THE NEFF FOUNDATION, INC.,**  
a New Jersey Nonprofit Corporation

with and into

**THE NEFF FOUNDATION, INC.,**  
a Florida Not For Profit Corporation

This is an Agreement and Plan of Merger, dated as of August 23, 2005 (this "Plan"), made in order to merge **THE NEFF FOUNDATION, INC.**, a New Jersey nonprofit corporation (the "Merging Corporation"), with and into **THE NEFF FOUNDATION, INC.**, a Florida not for profit corporation (the "Surviving Corporation"), pursuant to the New Jersey Nonprofit Corporation Act (the "New Jersey Act") and the Florida Not For Profit Corporation Act (the "Florida Act").

1. **Agreement to Merge.** Subject to the terms and conditions of this Plan, as of the Effective Date (as defined below), the Merging Corporation will be, and hereby is, merged into the Surviving Corporation, with the Surviving Corporation as the surviving corporation, continuing its existence under Florida law.

2. **Terms and Conditions of Merger.**

2.1. **Name.** The name of the Surviving Corporation will continue to be **THE NEFF FOUNDATION, INC.**, a Florida not for profit corporation.

2.2. **Effective Date.** The merger will become effective immediately upon the filing of Articles of Merger with the Florida Department of State and a Certificate of Merger with the Office of the Department of Treasury of New Jersey (the "Effective Date").

2.3. **Effect of Merger.** Except as here and otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation will continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, franchises, rights and immunities of the Merging Corporation will be merged with and into the Surviving Corporation, and the Surviving Corporation will be fully vested therewith.

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2.4. Memberships. Each member of the Merging Corporation shall become a member of the Surviving Corporation.

2.5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the Articles of Incorporation of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the Florida Act.

2.6. By-Laws. The by-laws of the Surviving Corporation as in effect on the Effective Date will remain in effect and be the by-laws of the Surviving Corporation until the same will be altered or amended in accordance with the provisions of the Florida Act.

2.7. Directors. The directors of the Surviving Corporation immediately prior to the Effective Date will remain and be the directors of the Surviving Corporation until the next annual meeting of members of the Surviving Corporation and until their successors are elected or appointed, in accordance with the by-laws of the Surviving Corporation.

2.8. Officers. The officers of the Surviving Corporation immediately prior to the Effective Date will remain and be the officers of the Surviving Corporation, and will hold office until their successors will have been elected or appointed in accordance with the by-laws of the Surviving Corporation.

2.9. Transfer of Rights, Etc. Upon the Effective Date, all rights, privileges, powers, franchises and interests of the Merging Corporation, both of a public and private nature, all of the property, real, personal and mixed, all debts due on whatever account to the Merging Corporation, all things in action, or belonging to the Merging Corporation, and all and every other interest of the Merging Corporation will be taken and deemed to be transferred to and will vest in the Surviving Corporation, without further act or deed, as effectually as they were vested in the Merging Corporation; and all claims, demands, property and every other interest will be as effectually the property of the Surviving Corporation as they were of the Merging Corporation; the title to any real estate vested in the Merging Corporation by deed or otherwise will not revert or be in any way impaired by reason of the merger and will automatically vest in the Surviving Corporation without the requirement for any further act or deed; all rights of creditors and all mortgages, security interests and liens upon the property of the Merging Corporation will be preserved unimpaired, and all debts, liabilities, restrictions and duties of the Merging Corporation will attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if they had been incurred or contracted by the Surviving Corporation.

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3. **Termination.** This Plan may be terminated or amended at any time prior to the Effective Date upon the agreement of the Merging Corporation and the Surviving Corporation notwithstanding that the merger contemplated by this Plan has been approved by the members, trustees and directors of the Merging Corporation and the Surviving Corporation.

4. **Further Assurances.** If at any time the Surviving Corporation will consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the merger provided for by this Plan, the Surviving Corporation is hereby appointed the due and lawful attorney of the Merging Corporation in its name to execute and deliver all deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to the property or rights in the Surviving Corporation as a result of such merger and otherwise to carry out the purposes of this Plan, and the Surviving Corporation is fully authorized in the name of the Merging Corporation to take any and all such actions.

5. **Execution In Counterparts.** This Plan may be executed in counterparts and will be binding upon each party executing any counterpart.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed as of the date written above.

THE NEFF FOUNDATION, INC.,  
a New Jersey nonprofit corporation

By: 

Name: Richard B. Neff

Title: President

THE NEFF FOUNDATION, INC.,  
a Florida not for profit corporation

By: 

Name: Richard B. Neff

Title: President

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