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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : SMITH HULSEY & BUSBY
Account Number : 075030000653
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Note:

Despite the prior effective date noted in the Articles, we realize the effective date is the date of filing by The Secretary of State

MERGER OR SHARE EXCHANGE

PREUSS FAMILY FOUNDATION, INC.

Certificate of Status	0
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05 SEP 12 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05 SEP 12 AM 8:00

DIVISION OF CORPORATIONS

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Merger
09/13

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ARTICLES OF MERGER
of
PREUSS FAMILY FOUNDATION
(a Alabama not for profit corporation)
with and into
PREUSS FAMILY FOUNDATION, INC.
(a Florida not for profit corporation)

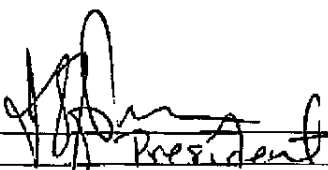
Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act and Section 10-3A-103 of the Alabama Nonprofit Corporation Act, Preuss Family Foundation, Inc., a Florida not for profit corporation (the "Corporation"), and Preuss Family Foundation, an Alabama not for profit corporation (the "Alabama Foundation"), submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of the Alabama Foundation with and into the Corporation is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.
2. The effective date of the merger shall be August 31, 2005.
3. Neither the Corporation nor the Alabama Foundation has any members.
4. The Plan was approved by all three (3) of the members of the Board of Directors of the Alabama Foundation on August 31, 2005, in accordance with Section 10-3A-103 of the Alabama Nonprofit Corporation Act.
5. The Plan was approved by all three (3) of the members of the Board of Directors of the Corporation on August 31, 2005, in accordance with Section 617.1105 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 31st day of August, 2005.

PREUSS FAMILY FOUNDATION**PREUSS FAMILY FOUNDATION, INC.**

By: 
Its: President

By: 
Its: President

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AGREEMENT AND PLAN OF MERGER
of
PREUSS FAMILY FOUNDATION
(a Alabama not for profit corporation)
with and into
PREUSS FAMILY FOUNDATION, INC.
(a Florida not for profit corporation)

FILED
05 SEP 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 31st day of August, 2005, by and between **PREUSS FAMILY FOUNDATION**, a Alabama not for profit corporation (the "Alabama Foundation"), and **PREUSS FAMILY FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation") (the Alabama Foundation and the Corporation hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Alabama Foundation is not for profit corporation organized and existing under the laws of the State of Alabama, with its principal office at 2613 Lanark Road, Birmingham, Alabama 35223;

WHEREAS, the Corporation is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 3707 Richmond Street, Jacksonville, Florida 32205;

WHEREAS, neither the Alabama Foundation nor the Corporation has any members;

WHEREAS, the laws of the State of Florida and the State of Alabama permit a merger of an Alabama not for profit corporation with and into a Florida not for profit corporation; and

WHEREAS, the respective boards of directors of each of the Constituent Entities have deemed it advisable to merge the Alabama Foundation with and into the Corporation (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida and Alabama;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of the Alabama Foundation shall cease and the Alabama Foundation shall be merged, pursuant to both Florida and Alabama law, with and into the Corporation, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the effective date of the merger, the separate existence of the Alabama Foundation shall cease, and the Corporation, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Alabama Foundation, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Alabama Foundation, if any, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

ARTICLE IV

The current Articles of Incorporation of the Surviving Entity shall continue to be its Articles of Incorporation following the effective date of the merger. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the effective date of the merger.

ARTICLE V

The current directors and officers of the Surviving Entity shall continue to be the directors and officers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective board of directors at any time prior to the Effective Date of the Merger.

ARTICLE VII

The effective date of this merger shall be August 31, 2005.

ARTICLE VIII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.


IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized officers as of the date first above written.

PREUSS FAMILY FOUNDATION

By: 
Its: President

Date: 8/31, 2005

PREUSS FAMILY FOUNDATION, INC.

By: 
Its: President

Date: 8/31, 2005

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