

NO7000000406

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : HODGSON RUSS LLP
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2008 MAR 14 PM 2:40
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Jacqueline Harris Hochberg Foundation, Inc.

Certificate of Status	0
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EFFECTIVE DATE
3-31-08

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TB 3-14-08

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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.

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TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jacqueline Harris Hochberg Foundation, Inc.	Florida	N07000000406

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jacqueline S. Harris Foundation	Illinois	n/a

EFFECTIVE DATE
3-31-08

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on March 31, 2008.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan or merger was adopted by written consent of the sole member on March 11, 2008 and executed in accordance with section 617.0701, Florida Statutes.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION

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 April 24, 2007. The number of directors in office was 3. The vote for the plan was as follows:
3 FOR 0 AGAINST.

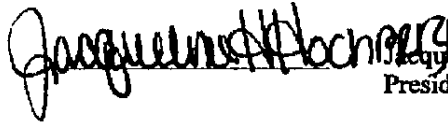
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Seventh: SIGNATURES FOR EACH CORPORATION

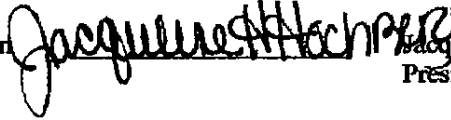
<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
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Jacqueline Harris Hochberg
Foundation, Inc.



Jacqueline Harris Hochberg,
President

Jacqueline S. Harris Foundation



Jacqueline Harris Hochberg,
President

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**PLAN OF MERGER
OF
JACQUELINE S. HARRIS FOUNDATION
(An Illinois not-for-profit corporation)
INTO
JACQUELINE HARRIS HOCHBERG FOUNDATION, INC.
(a Florida not-for-profit corporation)**

1. The surviving corporation is: Jacqueline Harris Hochberg Foundation, Inc., a Florida not-for-profit corporation.
2. The merging corporation is: Jacqueline S. Harris Foundation, an Illinois not-for-profit corporation.
3. The terms and conditions of the proposed merger are:
 - (a) Bylaws. The bylaws of the surviving corporation will be the bylaws of Jacqueline Harris Hochberg Foundation, Inc.
 - (b) Consideration. There will be no cash or consideration exchanged between the constituent corporations.
 - (c) Expenses of Merger. Each constituent corporation will pay its own expenses of carrying this Plan of Merger into effect and of accomplishing the merger.
 - (d) Membership. Jacqueline S. Harris Foundation has no members or other individual interests. Jacqueline will remain the sole member of Jacqueline Harris Hochberg Foundation, Inc.
4. The merger will not effect any changes to the Articles of Incorporation of the surviving corporation.
5. The effective date of the merger will be March 31, 2008.

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