

Division of Corporations

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N08000003268

Florida Department of State
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MERGER OR SHARE EXCHANGE

The Edward L. Hennessy, Jr. and Ruth S. Hennessy Fou

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ARTICLES OF MERGER
OF
THE EDWARD L. HENNESSY, JR. AND RUTH S. HENNESSY FOUNDATION, INC.
(a New Jersey nonprofit corporation)
INTO
THE EDWARD L. HENNESSY, JR. AND RUTH S. HENNESSY FOUNDATION, INC.
(a Florida not for profit corporation)

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 of the surviving corporation is The Edward L. Hennessy, Jr. and Ruth S. Hennessy Foundation, Inc., a Florida not for profit corporation, document number NQ8000003268 (the "Surviving Corp").

SECOND: The name of the merging corporation is The Edward L. Hennessy, Jr. and Ruth S. Hennessy Foundation, Inc., a New Jersey nonprofit corporation (the "Merging Corp").

THIRD: The Plan of Merger is attached.

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

FIFTH: There are no members of the Surviving Corp. The Plan of Merger was adopted by Written Consent of the Board of Directors on April 14, 2008. The number of directors in office was 4. All 4 directors voted for the merger.

SIXTH: The Plan of Merger was adopted by Written Consent of the Members and Board of Trustees of the Merging Corporation. The number of members was 4, the number of trustees was 4. All 4 members and all 4 trustees voted for the merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 14th day of April, 2008.

THE EDWARD L. HENNESSY, JR. AND RUTH S.
HENNESSY FOUNDATION, INC., a Florida not for
profit corporation

By: Edward L. Hennessy, Jr.
Edward L. Hennessy, Jr., President

THE EDWARD L. HENNESSY, JR. AND RUTH S.
HENNESSY FOUNDATION, INC., a New Jersey
Nonprofit corporation

By: Edward L. Hennessy, Jr.
Edward L. Hennessy, Jr., President

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PLAN OF MERGER
OF
THE EDWARD L. HENNESSY, JR. AND RUTH S. HENNESSY FOUNDATION, INC.
(a New Jersey nonprofit corporation)
INTO
THE EDWARD L. HENNESSY, JR. AND RUTH S. HENNESSY FOUNDATION, INC.
(a Florida not for profit corporation)

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes and in accordance with the laws of the State of New Jersey.

1. The name of the surviving corporation is The Edward L. Hennessy, Jr. and Ruth S. Hennessy Foundation, Inc., a Florida not for profit corporation (the "Surviving Corp").
2. The name of the merging corporation is The Edward L. Hennessy, Jr. and Ruth S. Hennessy Foundation, Inc., a New Jersey nonprofit corporation (the "Merging Corp").
3. The terms and conditions of the merger are as follows:
 - (a) The Articles of Incorporation of the Surviving Corp as in effect immediately prior to the merger, shall be the Articles of Incorporation of the Surviving Corp.
 - (b) The Bylaws of the Surviving Corp, as in effect immediately prior to the merger will be the Bylaws of the Surviving Corp and will continue in full force and effect until changed, altered or amended.
 - (c) The Board of Directors of the Surviving Corp, in office immediately prior to the merger will be the directors of the Surviving Corp.
 - (d) The officers of the Surviving Corp, in office immediately prior to the merger will be the officers of the Surviving Corp.

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