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Division of Corporations

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N08525

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MERGER OR SHARE EXCHANGE

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC. INC.,
NORTHEASTERN FLORIDA CHAPTER, a Florida entity, N05156

INTO

**ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION,
CENTRAL AND NORTH FLORIDA CHAPTER, INC.,** a Florida entity, N08525

File date: April 28, 2003

Corporate Specialist: Teresa Brown

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P. 02

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ARTICLES OF MERGER OF

**ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC. INC.,
NORTHEASTERN FLORIDA CHAPTER**

AND

**ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION,
CENTRAL AND NORTH FLORIDA CHAPTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC. INC., NORTHEASTERN FLORIDA CHAPTER**, a Florida not-for-profit corporation (the "Disappearing Corporation") and **ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, CENTRAL AND NORTH FLORIDA CHAPTER, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Set forth on Exhibit A are the terms of the plan of merger (the "Plan of Merger") between the Surviving Corporation and the Disappearing Corporation, whereby the Disappearing Corporation will merge with and into the Surviving Corporation.

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed with the Florida Department of State.

3. **Adoption of Plan of Merger.**

(a) The Surviving Corporation has no members. The Plan of Merger was approved and adopted by a majority of the directors of the Surviving Corporation at a meeting held on March 7, 2002. The Surviving Corporation has twenty one (21) directors and fourteen (14) of the directors voted to approve the Plan of Merger.

(b) The Disappearing Corporation has no members. The Plan of Merger was approved by all of the directors of the Disappearing Corporation by written consent dated 4/25, 2003. The Disappearing Corporation has ~~fifteen~~ (15) directors and all of the directors voted to approve the Plan of Merger.

4. **Articles and Bylaws.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Act (the "Act"). The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 28th day of April, 2003.

SURVIVING CORPORATION:

**ALZHEIMER'S DISEASE AND RELATED
DISORDERS ASSOCIATION, CENTRAL AND
NORTH FLORIDA CHAPTER, INC.**

By: Randy C. Bryan
Randy C. Bryan, Chairman

DISAPPEARING CORPORATION:

**ALZHEIMER'S DISEASE AND RELATED
DISORDERS ASSOC. INC., NORTHEASTERN
FLORIDA CHAPTER**

By: Bernadette McAlpin
Bernadette McAlpin, Chairman

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EXHIBIT A

PLAN OF MERGER

1. In accordance with the Florida Not For Profit Corporation Act, ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC. INC., NORTHEASTERN FLORIDA CHAPTER, a Florida not-for-profit corporation (the "Disappearing Corporation"), shall be merged with and into ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION, CENTRAL AND NORTH FLORIDA CHAPTER, INC., a Florida not-for-profit corporation (the "Surviving Corporation"), upon the filing of Articles of Merger with the Secretary of State of the State of Florida. As a result of the Merger, the separate existence of the Disappearing Corporation shall thereupon cease and the Surviving Corporation shall continue as the surviving corporation of the Merger.

2. The articles of incorporation of the Surviving Corporation as in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation after the Effective Time.

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