

N10000007896

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
INSTITUTE OF FINANCIAL OPERATIONS FOUNDATION, INC.

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T. BROWN

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**ARTICLES OF MERGER
(Not for Profit Corporations)**

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes:

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
INSTITUTE OF FINANCIAL OPERATIONS FOUNDATION, INC.	Florida	FL N10000007896

SECOND: The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE ASSOCIATION FOR WORK PROCESS IMPROVEMENT, INC.	Massachusetts	MA ID #000592907

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
OR

(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.

FIFTH: Adoption of Merger by surviving corporation.

☐ The Plan of Merger was adopted by the members of the surviving corporation on _____
_____. The number of votes cast for the merger was sufficient for approval.
The vote for the plan was as follows: _____ FOR, and _____ AGAINST
OR

☐ The Plan of Merger was adopted by written consent of the members of the surviving
corporation and executed in accordance with Section 617.0701, Florida Statutes.
OR

☒ 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 of the surviving corporation on _____
March 6, 2012.
The vote for the plan was as follows: _____ 17 _____ FOR, and _____ 0 _____ AGAINST

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SIXTH: Adoption of Merger by merging corporations.

☐ The Plan of Merger was adopted by the members of the merging corporation on _____
_____. The number of votes cast for the merger was sufficient for approval.

The vote for the plan was as follows: _____ FOR, and _____ AGAINST
OR

☐ The Plan of Merger was adopted by written consent of the members of the merging
corporation and executed in accordance with the applicable laws of Massachusetts.

OR

☒ 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 of the merging corporation on _____

March 6, 2012

The vote for the plan was as follows: 17 FOR, and 0 AGAINST

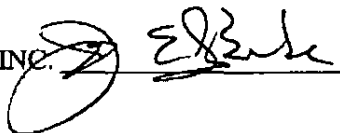
SEVENTH: Signatures for each corporation

Name of Entity

Signature(s)

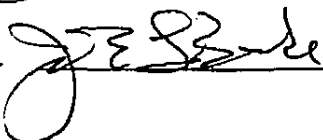
Typed or Printed Name and
Title of Individual

INSTITUTE OF FINANCIAL
OPERATIONS FOUNDATION, INC.



Jo E. LaBorde
Executive Director

THE ASSOCIATION FOR WORK
PROCESS IMPROVEMENT, INC.



Jo E. LaBorde
Executive Director

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
INSTITUTE OF FINANCIAL OPERATIONS FOUNDATION, INC.	Florida	FL N10000007896

SECOND: The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE ASSOCIATION FOR WORK PROCESS IMPROVEMENT, INC.	Massachusetts	MA ID #000592907

THIRD: The terms and conditions of the merger are as follows:

1. Each merging corporation shall be merged with and into the surviving corporation, and the separate existence of each merging corporation shall cease as of the effective date of this Plan of Merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of each merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of each merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

2. The surviving corporation shall retain the name of "INSTITUTE OF FINANCIAL OPERATIONS FOUNDATION, INC." after the merger. The Articles of Incorporation and the Bylaws of the surviving corporation, as amended to date, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder.

3. The persons who are the directors and officers of the surviving corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving corporation without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving corporation and the laws of the State of Florida.