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Florida Department of State
Division of Corporations
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PLEASE GIVE ORIGINAL SUBMISSION
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MERGER OR SHARE EXCHANGE
NATIONAL ACADEMY OF DERMATOLOGY NURSE
PRACTITIONERS,

Certificate of Status	0
Certified Copy	1
Page Count	889
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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7/9/13



July 8, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations
NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC
445 S. 12TH S.
#1501
TAMPA, FL 33602

SUBJECT: NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC.
REF: N10000010677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.
- OR
- (2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

Please accept our apology for failing to mention this in our previous letter.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER**OF**

NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC.,
a Florida not for profit corporation,

WITH AND INTO

NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC.,
a Colorado not for profit corporation

Pursuant to the provisions of Section 7-90-203.7 of the Colorado Revised Statutes, and pursuant to the provisions of Section 617.1107 of the Florida Statutes, **NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC.,** a Florida not for profit corporation and **NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC.,** a Colorado not for profit corporation, do hereby adopt the following Articles of Merger (hereinafter, collectively, referred to as "Articles of Merger"):

First: The name and jurisdiction of the merging corporation ("Merging Company") is:

<u>Name</u>	<u>Jurisdiction</u>
NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC.	Florida

Second: The name and jurisdiction of the surviving corporation ("Surviving Company") is:

<u>Name</u>	<u>Jurisdiction</u>
NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC.	Colorado

Third: The Boards of Directors of Merging Company and Surviving Company have resolved by unanimous written consent on JULY 3, 2013, that Merging Company be merged, pursuant to the Florida not for profit corporation Act and the Colorado Corporations and Associations Act, into Surviving Company, a not for profit corporation existing under the laws of the State of Colorado, in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. The Merging Company and the Surviving Company have no Members as of July 3, 2013.

Fourth: The Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease as of the Effective Date (as

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hereinafter defined). A copy of the Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

Fifth: The Articles of Merger and Plan of Merger were unanimously approved by the Board of Directors of the Merging Company by unanimous written consent on July 3, 2013, in accordance with applicable Florida law.

Sixth: The Articles of Merger and Plan of Merger were unanimously approved by the Board of Directors of the Surviving Company by unanimous written consent on July 3, 2013, in accordance with applicable Colorado law.

Seventh: The Certificate of Incorporation of NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC., a Florida not for profit corporation, were filed on November 15, 2010.

Eighth: The Articles of Incorporation of NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC., a Colorado not for profit corporation, were filed on April 12, 2013.

Ninth: The merger is permitted by the laws of the jurisdiction of the Incorporation of the Surviving Corporation and is in compliance therewith.

Tenth: The Plan of Merger is on file at the following place of business of the Surviving Corporation: 445 S. 12th Street, Suite 1501, Tampa, FL 33602.

Eleventh: The merger shall become effective as of the date these Articles of Merger are filed with the State of Florida (the "Effective Date").

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of
Merger this 3rd day of JULY, 2013.

MERGING COMPANY:

SURVIVING COMPANY:

**NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS INC.,**
a Florida not for profit corporation

**NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS, INC.,**
a Colorado not for profit corporation

By: 
Debra M. Shelby

By: 
Debra M. Shelby

Title: President

Title: President

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EXHIBIT "A"

(Plan of Merger)

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PLAN OF MERGER

for the merger of

NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC.
(a Florida not for profit corporation)

with and into

NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC.
(a Colorado not for profit corporation)

This is a Plan of Merger (the "Plan") between NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS INC., a Florida not for profit corporation (the "Merging Company"), and NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC., a Colorado not for profit corporation (the "Surviving Company").

ARTICLE I
PLAN OF MERGER

1.1 Merging Company. The name, address and jurisdiction of organization and governing law of the Merging Company are:

NAME AND ADDRESS

NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS INC
445 S. 12th Street, Suite 1501
Tampa, FL 33602

**JURISDICTION AND
GOVERNING LAW**

Florida

1.2 Surviving Company. The name, address and jurisdiction of organization and governing law of the Surviving Company are:

NAME AND ADDRESS

NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS, INC
445 S. 12th Street, Suite 1501
Tampa, FL 33602

**JURISDICTION AND
GOVERNING LAW**

Colorado

1.3 Plan Adopted. The plan of merger, which was approved by the Board of Directors of the Merging Company and the Surviving Company, is adopted as follows:

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(a) The Merging Company shall be merged with and into the Surviving Company to exist and be governed by the laws of the State of Colorado.

(b) The name of the Surviving Company shall be NATIONAL ACADEMY OF DERMATOLOGY NURSE PRACTITIONERS, INC., a Colorado not for profit corporation.

(c) The ownership/membership interests of the Merging Company shall be converted into the same type of ownership/membership interests of the Surviving Corporation.

(d) When this plan shall become effective, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(e) The Surviving Company will carry on business with the assets of the Merging Company.

1.4 Effective Date. The effective date of the merger shall be as of the date the Articles of Merger are filed with the State of Colorado and the State of Florida.

1.5 Purpose. The purpose of this Plan of Merger is to relocate the place of organization of National Academy of Dermatology Nurse Practitioners Inc. from Florida to Colorado as part of a tax-free "P" Reorganization, in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

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MERGING COMPANY:

**NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS, INC.,**
a Florida not for profit corporation

By: 
Debra M. Shelby
Title: President

SURVIVING COMPANY:

**NATIONAL ACADEMY OF
DERMATOLOGY NURSE
PRACTITIONERS, INC.,**
a Colorado not for profit corporation

By: 
Debra M. Shelby
Title: President

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