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TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

OCT 24 2011

TASO M. MILONAS, P.A.

writer's e-mail:
tmilonas@wealthlawgroup.com

Taso M. Milonas, J.D., LL.M., B.C.S.
Board Certified Tax Lawyer

October 12, 2011

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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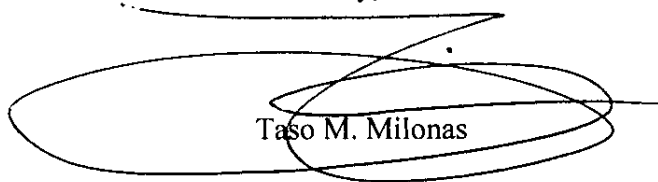
Re: **The Malco Charitable Foundation, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the articles of merger for the above-referenced corporation and our check in the amount of \$78.75 to cover the filing fee (\$35.00 per party) and certificate of status (\$8.75).

Thank you for your prompt attention to the foregoing. If you have any questions or require any additional information, please contact the undersigned.

Sincerely,


Taso M. Milonas

TMM/
Enclosures

ARTICLES OF MERGER
FOR
THE MALCO CHARITABLE FOUNDATION, INC.

The following Articles of Merger are submitted to merge the entities described herein in accordance with Florida Statutes Section 617.1108.

ARTICLE I

Merging Entities

The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Malco Charitable Foundation, Inc.	Florida	Non-Profit Corporation
The Malco Charitable Foundation	Ohio	common law trust

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ARTICLE II

Surviving Party

The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Malco Charitable Foundation, Inc.	Florida	Non-Profit Corporation

ARTICLE III

Plan of Merger

(a) The attached Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 617, Florida Statutes.

(b) The attached Plan of Merger was approved by each other entity that is a party to the merger in accordance with the applicable laws of the State of Ohio under which it was formed.

ARTICLE IV

Effective Date

The effective date of the merger shall be the date of filing by the Florida Department of State.

ARTICLE V

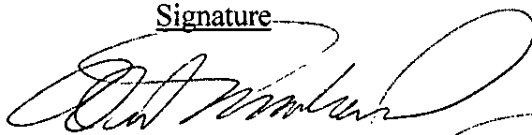
Signatures for Each Party

Name of Entity

Signature

Printed Name

The Malco Charitable
Foundation, Inc.



Neil N. Malamud, Chair

The Malco Charitable
Foundation



Neil N. Malamud, Chair

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PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 22nd day of September, 2011, by and between THE MALCO CHARITABLE FOUNDATION, INC., a Florida non-profit corporation, ("Surviving Entity") and THE MALCO CHARITABLE FOUNDATION, an Ohio common law trust, ("Absorbed Entity").

WITNESSETH

WHEREAS, the Boards of Directors of the Surviving Entity and the Absorbed Entity deem it desirable and in their respective best interests that the entities be merged and that Surviving Entity be the surviving entity following the merger;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the undersigned entities agree as follows:

1. Merger. Surviving Entity and Absorbed Entity shall merge and Surviving Entity shall be the surviving entity following the merger.

2. Articles of Merger. Upon approval of this Plan of Merger, the directors of the Surviving Entity shall cause Articles of Merger to be filed with the Secretary of State of the State of Florida; no separate filing is required in the State of Ohio.

3. Terms and Conditions. On the effective date of the merger, the separate existence of Absorbed Entity shall cease, and Surviving Entity shall succeed to all the rights, privileges, immunities, and all of the property, real, personal and mixed, of the Absorbed Entity, without the necessity for any separate transfer. Surviving Entity shall thereafter be responsible for all liabilities and obligations of Absorbed Entity, and neither the rights of creditors nor any liens on the property of Absorbed Entity shall be impaired by the merger.

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4. Conversion. The manner and basis of converting the interests of the Absorbed Entity into interests of the Surviving Entity shall be as follows: one-hundred percent (100%) of the issued and outstanding interests in Absorbed Entity on the effective date of the merger shall be converted into one-hundred percent (100%) of the issued and outstanding interests in the Surviving Entity, which shares shall thereupon be issued and outstanding.

5. Articles of Incorporation. The Articles of Incorporation of Surviving Entity in effect as of the date of this Plan of Merger shall continue to be its articles of incorporation following the effective date of the merger.

6. Bylaws. The Bylaws of Surviving Entity in effect as of the date of this Plan of Merger shall continue to be its bylaws following the effective date of the merger.

7. Directors and Officers. The directors and officers of Surviving Entity serving as of the date of this Plan of Merger shall continue as the directors and officers of the Surviving Entity following the merger for the full and unexpired terms of their offices and until qualified successors have been duly elected and appointed.

8. Prohibited Transactions. Neither entity shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

9. Approval. This Plan of Merger shall be effective upon approval of the directors of the Surviving Entity and the Absorbed Entity. No approval shall be required of the members or beneficiaries of either entity.

10. Tax Consequences. It is intended that the proposed merger of the Surviving Entity and Absorbed Entity contemplated herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder.


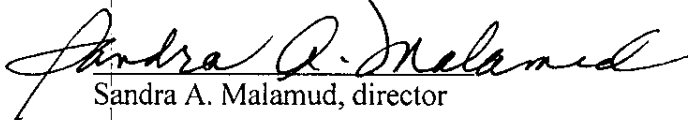
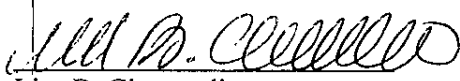
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11. Effective Date. All of the actions contemplated herein shall be effective upon the filing of the Articles of Merger.

12. Abandonment of Merger. This Plan may be abandoned by action of the directors of either entity prior to the effective date.


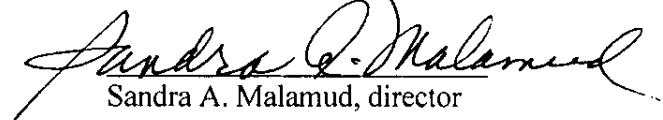
13. Further Action. The proper officers and directors of the entities shall be authorized to do and perform any and all other acts they deem necessary or appropriate to cause the purpose and intent of this plan to be fully and expeditiously implemented in accordance with applicable law.

THE MALCO CHARITABLE,
FOUNDATION, INC., a Florida
non-profit corporation


Neil N. Malamud, director
Sandra A. Malamud, director
Lisa B. Cicero, director
Heidi Pepper Lein, director

“Surviving Entity”

THE MALCO CHARITABLE
FOUNDATION, an Ohio
common law trust


Neil N. Malamud, director
Sandra A. Malamud, director
Lisa B. Cicero, director
Heidi Pepper Lein, director

“Absorbed Entity”

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