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MERGER OR SHARE EXCHANGE

Taoist Tai Chi Society of the United States of Ameri

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ARTICLES OF MERGER
OF
TTCS-USA TITLE HOLDING CORPORATION,
a Florida Not For Profit corporation
WITH AND INTO
TAOIST TAI CHI SOCIETY OF THE UNITED STATES OF AMERICA, INC.,
a Florida Not For Profit corporation

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act (the "**FNFPCA**"), pursuant to section 617.1105, Florida Statutes.

FIRST: THE SURVIVING PARTY

The name and jurisdiction of the **surviving** corporation (the "**Surviving Corporation**"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Taoist Tai Chi Society of the United States of America, Inc.	Florida	N11006

SECOND: THE MERGING PARTY

The name and jurisdiction of each **merging** corporation (the "**Merging Corporation**"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TTCS-USA Title Holding Corporation	Florida	N98000005529

THIRD: The Plan of Merger is attached hereto as **Exhibit A**.

FOURTH: The merger is to become effective on the date the Articles of Merger are filed with the Department of State of the State of Florida. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

FIFTH: The Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of the FNFPCA.

SIXTH: The Plan of Merger was approved by the Merging Corporation in accordance with the applicable provisions of the FNFPCA.

SEVENTH: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted and approved by the board of directors of the Surviving Corporation on October 2, 2021. The number of directors in office was seven (7). The vote for the plan was as follows 7 FOR 0 AGAINST.

EIGHTH: There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted and approved by the board of directors of the Merging Corporation on October 2, 2021. The number of directors in office was eight (8). The vote for the plan was as follows 8 FOR 0 AGAINST.

[Signatures on the next page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the duly authorized signatories of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger on 8th day of November, 2021.

SURVIVING PARTY:

Taoist Tai Chi Society of the United States of America, Inc., a Florida Not For Profit corporation

By: Pegoty Packman
Name: Pegoty Packman
Title: President

MERGING PARTY:

TTCS-USA Title Holding Corporation, a Florida Not For Profit corporation

By: Pegoty Packman
Name: Pegoty Packman
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved as of the 2nd day of October, 2021, by the parties hereto. It relates to the proposed merger (the "Merger") of the Merging Corporation (defined below), with and into the Surviving Corporation (defined below).

FIRST: The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Taoist Tai Chi Society of the United States of America, Inc., a Not For Profit corporation (" <u>TTCS-USA</u> ")	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TTCS-USA Title Holding Corporation, a Not For Profit corporation (" <u>TTCS-USA Title</u> ")	Florida

THIRD: THE MERGER

1. **Merger.** The Merger contemplated in the Articles of Merger filed with the Department of State of the State of Florida (the "Department") shall become effective on _____, 2021 (the "Effective Date"). At the Effective Date of the Merger, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Not For Profit Corporation Act and the corporate existence of the Merging Corporation shall cease. Following the Effective Date of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporation, and (iv) all debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. **Articles of Incorporation.** After the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall remain the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. **Bylaws.** At the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. **Purposes.** The Surviving Corporation will be operated as a non-profit, tax-exempt charitable corporation, incorporated under the laws of the State of Florida and recognized as an 1

501(c)(3) organization under the determination letter already issued by the IRS to the Surviving Corporation, for the primary purpose of the advancement of Taoist religion and practices, including teaching, instruction and missionary work related thereto throughout the United States of America. The Surviving Corporation is dedicated to bringing Taoist Tai Chi Society ® internal arts and methods to every community, so that its many benefits are available to all who wish to experience them. Practiced diligently, Taoist Tai Chi Society ® internal arts cultivate both mind and body to restore and maintain good health. The Surviving Corporation's effects are directed at making these health benefits better known and understood, so as to promote physical, mental, and spiritual well-being in the community. Through Taoist Tai Chi Society ® internal arts, and other activities the Surviving Corporation endeavors to help others and make the richness of Chinese culture more accessible, and thereby promote greater understanding and respect among people. To carry out its purposes, the Surviving Corporation will carry out a variety of actions, including teaching, instruction and missionary work.

5. Directors. At the Effective Date, the Surviving Corporation board of directors will be the same as the board of the current TTCS-USA. The board will meet as soon as possible after the Effective Date and will adopt resolutions to call out the Merger Agreement. The board will establish regular quarterly meetings, which directors may attend by telephone conference call.

6. Officers. At the Effective Date, the officers of the Surviving Corporation shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the board of directors of the Merging Corporation by written consent dated October 2, _____, 2021 and by the board of directors of the Surviving Corporation, by written consent dated October 2 _____, 2021.

FIFTH: GOVERNING LAW

This Plan shall be construed in accordance with the laws of the jurisdiction of incorporation of the Surviving Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

SURVIVING CORPORATION:

Taoist Tai Chi Society of the United States of America,
Inc., a Florida Not for Profit corporation

By: Pegoty Packman
Name: Pegoty Packman
Title: President

MERGING CORPORATION:

TTCS-USA Title Holding Corporation, a Florida Not
For Profit corporation

By: Pegoty Packman
Name: Pegoty Packman
Title: President