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MERGER OR SHARE EXCHANGE
THE EARLE I. MACK FOUNDATION, INC.

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July 2, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE EARLE I. MACK FOUNDATION, INC.

1950 SOUTH OCEAN BLVD.

PALM BEACH, FL 33480US

SUBJECT: THE EARLE I. MACK FOUNDATION, INC.

REF: N18000007066

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

You must list the date of adoption for the merging corporation.

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

Claretha Golden
Regulatory Specialist II

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**ARTICLES OF MERGER
OF
THE EARLE I. MACK FOUNDATION, INC.
(a New Jersey non-profit corporation)
INTO
THE EARLE I. MACK FOUNDATION, INC.
(a Florida not for profit corporation)**

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is The Earle I. Mack Foundation, Inc., a Florida not for profit corporation (the "Surviving Corp"), document number N18000007066.

2. The name of the merging corporation is The Earle I. Mack Foundation, Inc., a New Jersey nonprofit corporation, identification number 0100750659 (the "Merging Corp").

3. The Plan of Merger is attached.

4. These Articles of Merger shall be effective upon filing.

5. The Surviving Corp does not have any Members eligible to vote. The Agreement and Plan of Merger was adopted on June 27, 2019 by Unanimous Written Consent of the Board of Directors without a meeting and executed in accordance with Section 617.0821, Florida Statutes. The number of Directors in office was 6. All 6 Directors voted for the merger.

6. The Merging Corp does have Members eligible to vote. The Agreement and Plan of Merger was adopted on July 1, 2019 by Unanimous Written Consent of the Board of Trustees of the Merging Corp and by Unanimous Written Consent of the Members of the Merging Corp. The number of Trustees was 6. All 6 Trustees voted for the merger. The number of Members was 2. All Members voted for the merger.

7. The Service of Process address is c/o Cogency Global Inc., 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301. The Surviving Corp agrees that it may be served with process in Florida in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating domestic or foreign business entity. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit or proceeding which shall be forwarded to the Surviving Corp at the Service of Process address stated above.

8. These Articles of Merger may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Articles of Merger.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on
the 1st day of July, 2019.

THE EARLE I. MACK FOUNDATION, INC., a Florida not for
profit corporation

By: 

Name: Earle I. Mack
Title: President

THE EARLE I. MACK FOUNDATION, a New Jersey
nonprofit corporation

By: 

Name: Earle I. Mack
Title: President

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**PLAN OF MERGER
OF
THE EARLE I. MACK FOUNDATION, INC.
(New Jersey nonprofit corporation)
INTO
THE EARLE I. MACK FOUNDATION, INC.
(a Florida not for profit corporation)**

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.

1. The name and jurisdiction of the surviving corporation is The Earle I. Mack Foundation, Inc., a Florida not for profit corporation (the "**Surviving Corp**").
2. The name and jurisdiction of the merging corporation is The Earle I. Mack Foundation, Inc., a New Jersey nonprofit corporation (the "**Merging Corp**").
3. The terms and conditions of the merger are as follows:
 - (a) The Articles of Incorporation of the Surviving Corp as in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corp.
 - (b) The Bylaws of the Surviving Corp as in effect immediately prior to the merger will be the Bylaws of the Surviving Corp, and will continue in full force and effect until changed, altered or amended.
 - (c) The Board of Directors of the Surviving Corp in office immediately prior to the merger will be the Directors of the Surviving Corp.
 - (d) The officers of the Surviving Corp in office immediately prior to the merger will be the officers of the Surviving Corp.
 - (e) The members of the Surviving Corp immediately prior to the merger will be the members of the Surviving Corp.

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