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Florida Department of State
Division of Corporations
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To: Division of Corporations
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Email Address: SLMCCRAY53@gmail.com

MERGER OR SHARE EXCHANGE

The McCray Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

EFFECTIVE DATE

12/7

FILED
18 DEC -6 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2018 DEC -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF MERGER

(Not for Profit Corporations)

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 name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE MCCRAY FOUNDATION, INC.	Florida	N18000012026

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE MCCRAY FOUNDATION	Missouri	not applicable

THIRD: The plan of merger is attached.

FOURTH: The merger shall become effective on December 7, 2018, a date which is after the date the Articles of Merger will be filed with the Florida Department of State.

FIFTH: There are no members of the surviving corporation. The plan of merger was adopted by the board of directors of the surviving corporation. The number of directors in office was four (4). The vote for the plan was as follows: four (4) FOR and zero (0) AGAINST.

SIXTH: There are no members of the merging corporation. The plan of merger was adopted by the board of directors of the merging corporation. The number of directors in office was four (4). The vote for the plan was as follows: four (4) FOR and zero (0) AGAINST.

SEVENTH: Signatures for each corporation:

THE MCCRAY FOUNDATION, INC.

By: 

STEPHEN A. MCCRAY
President

THE MCCRAY FOUNDATION

By: 

STEPHEN A. MCCRAY
President

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into effective as of December 6, 2018, by and between THE MCCRAY FOUNDATION, INC., a Florida not for profit corporation (the "Surviving Entity"), and THE MCCRAY FOUNDATION, a Missouri nonprofit corporation. The Surviving Entity and the Merging Entity shall be referred to herein each as a "Constituent Entity" and, collectively, as the "Constituent Entities."

WITNESSETH:

The Board of Directors of the Surviving Entity and the Board of Directors of the Merging Entity have determined that it is advisable and in the best interests of the respective Constituent Entities that the Merging Entity be merged with and into the Surviving Entity and have approved the merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of Missouri which permit such merger.

NOW, THEREFORE, in consideration of the foregoing, the Constituent Entities agree as follows:

ARTICLE I THE MERGER

Section 1.1. Description of the Merger. As of the Effective Date (as defined in Article IV), the Merging Entity shall merge with and into the Surviving Entity (the "Merger") and the Surviving Entity shall continue as the surviving entity, subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect provided for in the Florida Not For Profit Corporation Act and the Missouri Nonprofit Corporation Act.

Section 1.2. Effect of the Merger. From and after the Effective Date:

(a) The Merging Entity shall become the Surviving Entity and the separate existence of the Merging Entity shall cease; and

(b) The Surviving Entity shall possess all of the rights, privileges and powers of, and be responsible for all debts, liabilities and obligations of, each of the Constituent Entities as more particularly set forth in section 617.1106 of the Florida Statutes.

ARTICLE II ARTICLES OF INCORPORATION AND BYLAWS

Section 2.1. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall continue to be its Articles of Incorporation following the Effective Date. Such Articles of Incorporation shall continue in effect until amended, restated or repealed in accordance with applicable law or the Articles of Incorporation of the Surviving Entity. The Articles of Incorporation of the Merging Entity shall terminate and be of no force or effect as of the Effective Date.

Section 2.2. Bylaws. The Bylaws of the Surviving Entity shall continue to be the Bylaws of the Surviving Entity. Such Bylaws shall continue in effect until amended, restated or repealed in accordance with applicable law, the Articles of Incorporation of the Surviving Entity, or the Bylaws of the Surviving Entity. The Bylaws of the Merging Entity shall terminate and be of no force or effect as of the Effective Date.

ARTICLE III DIRECTORS AND OFFICERS

The Directors and Officers of the Surviving Entity immediately after the Effective Date shall continue as the Directors and Officers of the Surviving Entity for the terms provided by law or in the Bylaws, or until their respective successors are elected or appointed and qualified.

ARTICLE IV EFFECTIVENESS OF MERGER

If this Agreement is not terminated and abandoned pursuant to the provisions of Article V, then the following actions shall be taken to effect the Merger:

(i) Articles of Merger shall be executed and filed with the Florida Department of State in accordance with the Florida Not For Profit Corporation Act;

(ii) Articles of Merger shall be executed and filed with the office of the Missouri Secretary of State in accordance with the Missouri Nonprofit Corporation Act; and

(iii) The Constituent Entities shall undertake all other actions as shall be necessary or desirable to effect the Merger.

The Merger shall become effective on December 7, 2018 (the "Effective Date").

ARTICLE V TERMINATION AND AMENDMENT

Section 5.1. Termination. At any time prior to the filing of the Articles of Merger, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of the Surviving Entity or the Board of Directors of the Merging Entity, notwithstanding approval of this Agreement by the Board of Directors of the Surviving Entity or the Board of Directors of the Merging Entity. In the event of the termination and abandonment of this Agreement pursuant to the provisions of this Section 5.1, this Agreement shall become void and have no effect, without any liability on the part of either of the Constituent Entities, or its directors or officers in respect thereof.

Section 5.2. Amendment. This Agreement may be amended, modified or supplemented by the the Board of Directors of the Surviving Entity and the the Board of Directors of the Merging Entity at any time prior to the Effective Date; provided that an amendment made following approval of this Agreement by the the Board of Directors of the Surviving Entity and the the Board of Directors of the Merging Entity shall not (i) alter or change any term of the Articles of Incorporation of the Surviving Entity or the Bylaws of the Surviving Entity to be effected by the Merger or (ii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the members of the Constituent Entities.

ARTICLE VI FURTHER ASSURANCES

If, at any time after the Effective Date, the Surviving Entity or its successors or assigns determines that any documentation, action or things are necessary or desirable to further carry out the purposes of this Agreement or to vest the Surviving Entity with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers and authority of each of the Constituent Entities, the officers and directors of the Surviving Entity shall be authorized to execute and deliver, in the name and on behalf of any Constituent Entity or otherwise, all such documentation, and to take and do, in the name and on behalf of any Constituent Entity or otherwise, all such other actions and things.

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their respective duly authorized officers all as of the date first written above.

Surviving Entity:

THE MCCRAY FOUNDATION, INC.

By: 

STEPHEN A. MCCRAY

President

Merging Entity:

THE MCCRAY FOUNDATION

By: 

STEPHEN A. MCCRAY

President

3428453