

Division of Corporations

Page 1 of 1

N93000001845

Division of Corporations
Electronic Filing Cover Sheet

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ATTN: ANNETTE RALSEY

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Division of Corporations
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From:

Account Name : GREEN SCHOENFELD & KYLE LLP
Account Number : I20000000177
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MERGER OR SHARE EXCHANGE

Adonis Family Farm, Inc.

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December 29, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ADONIS FAMILY FARM, INC.
P.O. BOX 2134
FORT MYERS, FL 33902US

SUBJECT: ADONIS FAMILY FARM, INC.
REF: N93000001845

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.

Please state the date of adoption of the agreement and plan of merger for both corporations. December 31 is the effective date. The date of adoption needs to be a date prior to submitting the merger to our office.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000275412
Letter Number: 710A00030014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
of
AUTISM ASSISTANCE FOUNDATION, INC.
a Florida not-for-profit corporation
into
ADONIS FAMILY FARM, INC.
a Florida not-for-profit corporation

2010 DEC 30 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are hereby entered into by and between Adonis Family Farm, Inc., a Florida not-for-profit corporation, whose principal office is 5709 Stonehaven Drive, N. Fort Myers, Florida 33903, and Autism Assistance Foundation, Inc., a Florida not-for-profit corporation, whose principal office is 13650 Fiddlesticks Boulevard, Suite 202-216, Fort Myers, Florida 33912, effective as of December 31, 2010.

Under Section 617.1105 of the Florida Statutes, Adonis Family Farm, Inc. and Autism Assistance Foundation, Inc. adopt the following Articles of Merger.

1. Neither Adonis Family Farm, Inc. nor Autism Assistance Foundation, Inc. has any members. The Agreement and Plan of Merger dated effective as of December 31, 2010 ("Plan of Merger") between Adonis Family Farm, Inc. and Autism Assistance Foundation, Inc. was approved and adopted by all of the board of directors of Adonis Family Farm, Inc. on December 21, 2010, and was adopted by all of the board of directors of Autism Assistance Foundation, Inc. on December 21, 2010. Each of Adonis Family Farm, Inc. and Autism Assistance Foundation, Inc. has three (3) directors.

2. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

3. The date and time of the effectiveness of the Merger shall be December 31, 2010.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on December 21, 2010.

ATTEST:

Adonis Family Farm, Inc.

Beth Cameron
Nathaniel C. Meyer

By: Beth Cameron
Title: Pres.

ATTEST:

Autism Assistance Foundation, Inc.

Debra Thompson

By: Debra Thompson
Title: President

H10000275412 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made effective as of December 31, 2010 (the "Effective Date"), by and among:

- (i) Adonis Family Farm, Inc., a Florida not-for-profit corporation ("Adonis"); and
- (ii) Autism Assistance Foundation, Inc., a Florida not-for-profit corporation ("Foundation").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 607.1101 of the Florida Statutes; and

WHEREAS, the parties hereto deem it advisable that Foundation be merged into Adonis pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida.

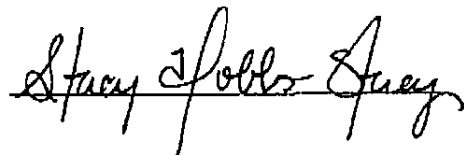
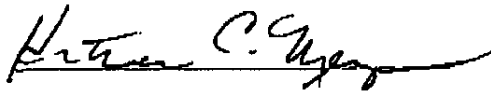
NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of Foundation shall cease. Upon the filing of Articles of Merger and this Agreement with the State of Florida, Adonis shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of Foundation, and shall assume and be liable for all of the liabilities, obligations, and penalties of Foundation, in accordance with the Florida Not For Profit Corporation Act.
2. **Continuation of Florida Corporation.** Following the merger, the existence of Adonis shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, immunities, and powers, and subject to all of the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Certificate of Incorporation and Bylaws of Adonis, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The officers and directors of Adonis immediately prior to the Effective Date shall continue as the officers and directors of Adonis.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the members of the Board of Directors of Adonis and Foundation, which were adopted by the Board of Directors of Adonis and Foundation on December 21, 2010, effective as of December 31, 2010.

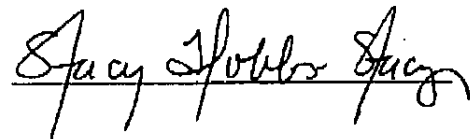

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IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:



Witnesses:

Adonis Family Farm, Inc.

By:  12-17-10Title: Pres.Address: 5709 Stonehaven Drive
N. Fort Myers, Florida 33903Dated: December 21, 2010

Autism Assistance Foundation, Inc.

By: Title: PresidentAddress: 13650 Fiddlesticks Boulevard
Suite 202-216
Fort Myers, Florida 33912Dated: 12/21/10, 2010