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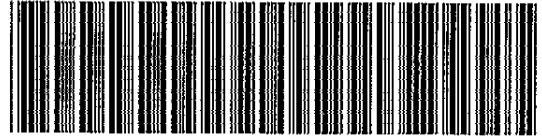
(Business Entity Name)

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03/24/06--01029--014 **140.00

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merger

FILED
06 MAR 23 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*for
3/24/06*

| | |
|--|--|
| Holland & Knight LLP Requester's Name | |
| 315 So. Calhoun Street Address | |
| 425-5675 City/State/Zip Phone # | |

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger (S)

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

PLAN AND AGREEMENT OF MERGER AND ARTICLES OF MERGER

between

INROADS/Jacksonville, Inc.

and

INROADS Florida Region, Inc.

FILED
06 MAR 23 PM 4:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This Plan and Agreement of Merger, is made and entered into this 31 day of January 2006, by and between INROADS/Jacksonville, Inc., a Florida not-for-profit corporation, and INROADS Florida Region, Inc., a Florida not-for-profit corporation (formerly known as INROADS/Central Florida, Inc.), said corporations being hereinafter sometimes referred to jointly as the "constituent corporations."

WITNESSETH:

WHEREAS, the board of directors of each of the constituent corporations deems it advisable that INROADS/Jacksonville, Inc. be merged with and into INROADS Florida Region, Inc. (formerly known as INROADS/Central Florida, Inc.), on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth, INROADS/Jacksonville, Inc., and INROADS Florida Region, Inc. (formerly known as INROADS/Central Florida, Inc.), hereby agree as follows:

ARTICLE I SURVIVING CORPORATION

In accordance with the provisions of the Florida Not For Profit Corporation Act by INROADS/Jacksonville, Inc., merging with and into INROADS Florida Region, Inc., which shall be the surviving corporation of the merger as provided below.

ARTICLE II EFFECT OF MERGER

Upon the merger's becoming effective: (1) the constituent corporations shall be a single corporation; (2) the separate existence of INROADS/Jacksonville, Inc. shall cease, except to the extent provided for by the laws of the State of Florida in the case of a corporation after its merger into another corporation; (3) the surviving corporation shall thereupon possess all the rights, privileges, immunities, and franchises of each of the constituent corporations, and all property, real, personal, and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in the surviving corporation, without further act or deed, and the title to any real estate, or any interest therein, vested in any of the constituent corporations shall not be in any way impaired by reason of the merger but shall vest in the surviving corporation; (4) the surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations, and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment by the surviving corporation as if the merger had not taken place, or the surviving corporation may be substituted in place of the constituent corporations, and neither the rights of creditors nor any liens on the property of any of the constituent corporations shall be impaired by the merger; (5) the Articles of Incorporation and bylaws of INROADS Florida Region, Inc., as existing and constituted immediately prior to the effective date of the merger, shall be the Articles of Incorporation and bylaws of the surviving corporation, except as such Articles of Incorporation are amended by this Plan and Agreement of Merger and Articles of Merger; and

(6) the effective date of the merger and change of name of the surviving corporation shall be deemed to be the close of business on the 31 day of January, 2006.

ARTICLE III REGIONAL CHAPTER

The Articles of Incorporation of the surviving corporation are amended to add the following provision: The surviving corporation is a Regional Chapter of INROADS, Inc. and is subject to the Articles of Affiliation with INROADS, Inc., as they may be amended from time to time.

ARTICLE IV EXPENSES

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger and Articles of Merger into effect and accomplishing the merger provided for herein.

ARTICLE V ASSETS AND LIABILITIES

The assets and liabilities of INROADS/Jacksonville, Inc., as of the effective date of the merger, shall be transferred to and taken on the books of the surviving corporation at the amounts for which they, respectively, shall, on such date, be carried on the books of INROADS/Jacksonville, Inc.

ARTICLE VI DIRECTORS

The following persons shall be the initial directors of the surviving corporation, and the initial terms of such initial directors shall expire as of the date of the annual meeting of the board of directors of the surviving corporation, in each case in the year set forth opposite the name of the respective initial director, or at such time as their respective successors are elected in accordance with the bylaws of the surviving corporation:

Scott Denson, 2006

Joseph Myers, 2007

Richard Rinner, 2006

Loren Bender, 2007

Barry Shaffer, 2006

Tony Terry, 2008

Ed Gallegos, 2006

Robert Haulter, 2007

Christopher Johnson, 2008

Denise Thompson, 2008

Ron Carryl, 2006

Rueben Stokes, 2008

Jackie Guy, 2007

James Dubrey, 2008

Curt Nichols, 2006

Charles Johnson, 2006

Julio Ramirez, 2008

Tracy Bradshaw, 2007

Johnny Addison, 2007

Patrick Stottlemeyer, 2006

The term of all officers of the surviving corporation shall continue, and each shall be deemed to be the officers of the surviving corporation upon the effective date of the merger. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with bylaws of the surviving corporation.

ARTICLE VII FURTHER ASSURANCES

If at any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of either of the constituent corporations, the proper officers and directors of the constituent corporations shall execute and deliver all such proper assignments, conveyances, and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger and Articles of Merger.

ARTICLE VIII ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger and Articles of Merger may be abandoned by the constituent corporations, but only by mutual agreement evidenced by the adoption of appropriate resolutions by the boards of directors of both constituent corporations abandoning the merger at any time prior to the filing of these Articles of Merger by the Secretary of State of Florida.

ARTICLE IX APPROVAL

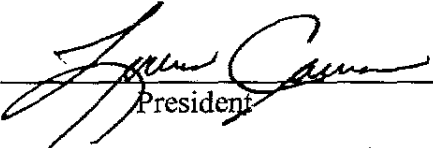
This Plan and Agreement of Merger and Articles of Merger has been submitted to, and approved by the affirmative vote of a majority of, the directors in office of each of INROADS Florida Region, Inc. and INROADS/Jacksonville, Inc. (neither INROADS Florida Region, Inc. nor INROADS/Jacksonville, Inc. having any members with voting rights), in accordance with the requirements of the Florida General Not For Profit Corporation Act, and shall take effect and be deemed to be the Plan and Agreement of Merger and Articles of Merger of said corporations upon the execution, filing, and recording of such documents and the doing of such acts as required to accomplish the merger under the provisions of the Florida General Not For Profit Corporation Act.

Signature page follows.


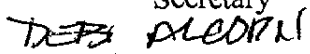
IN WITNESS WHEREOF, INROADS Florida Region, Inc., and INROADS/Jacksonville, Inc. have each caused this Plan and Agreement of Merger and Articles of Merger to be signed and its corporate seal to be hereunto affixed as of the day and year first above written.

INROADS Florida Region, Inc.

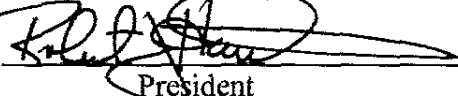
(formerly known as INROADS/Central Florida, Inc.)

By: 
President


ATTEST:


Secretary

[corporate seal]

INROADS/Jacksonville, Inc.

By: 
President

ATTEST:


Secretary
[corporate seal]

I, *Debi Allen*, Secretary of INROADS Florida Region, Inc., a corporation organized and/or existing under the Florida General Not For Profit Corporation Act, hereby certify, as Secretary and under the seal of INROADS Florida Region, Inc., that the Plan and Agreement of Merger and Articles of Merger to which this Certificate is attached was adopted at a meeting of the board of directors of INROADS Florida Region, Inc. held on the 31 day of January, 2006, by the vote of a majority of the directors in office, there being no members having voting rights, and is the duly adopted agreement of INROADS Florida Region, Inc. pursuant to the provisions of the Florida General Not For Profit Corporation Act.

Witness my hand and the seal of INROADS Florida Region, Inc. this 31 day of January 2006.

Debi Allen
Secretary

[corporate seal]

I, Mary Lou Zievis, Secretary of INROADS/Jacksonville, Inc., a corporation organized and/or existing under the Florida General Not For Profit Corporation Act, hereby certify, as Secretary and under the seal of INROADS/Jacksonville, Inc., that the Plan and Agreement of Merger to which this Certificate is attached was adopted at a meeting of the board of directors of INROADS/South Florida, Inc. held on the 31 day of January, 2006, by the vote of a majority of the directors in office, there being no members having voting rights, and is the duly adopted agreement of INROADS/Jacksonville, Inc. pursuant to the provisions of the Florida General Not For Profit Corporation Act.

Witness my hand and the seal of INROADS/Jacksonville, Inc. this 31 day of January 2006.

Mary Lou Zievis
Secretary

[corporate seal]