



THE UNITED STATES
CORPORATION
COMPANY

N94000004262

ACCOUNT NO. : 072100000032

REFERENCE : 940408 4327389

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : December 20, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 940408-005

CUSTOMER NO: 4327389

CUSTOMER: Ms. Kristin Long
Isaacson, Rosenbaum, Woods &
633 17th Street, Suite 2200

Denver, CO 80202

12/31/00

900003510029-7

ARTICLES OF MERGER

THE TERRA FOUNDATION, INC.

INTO

THE TERRA FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR

12/21/00

FILED
00 DEC 21 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 21 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TERRA FOUNDATION, INC., a Florida corporation N94000004262
,

INTO

THE TERRA FOUNDATION, INC., a Colorado corporation not qualified in
Florida.

File date: December 21, 2000, effective December 31, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

12/31/00
DATE

**ARTICLES OF MERGER
OF
THE TERRA FOUNDATION, INC.
(a Florida nonprofit corporation)
WITH AND INTO
THE TERRA FOUNDATION, INC.
(a Colorado nonprofit corporation)**

FILED
00 DEC 21 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. That the name and state of incorporation of the constituent corporations are: The Terra Foundation, Inc., a Colorado nonprofit corporation, and The Terra Foundation, Inc., a Florida nonprofit corporation.

2. The Terra Foundation, Inc. (a Colorado nonprofit corporation) shall be the surviving corporation of the merger ("Surviving Corporation"). There are no amendments to the Articles of Incorporation of the Surviving Corporation effected by the merger.

3. The Plan of Merger of the Surviving Corporation and The Terra Foundation, Inc. (a Florida nonprofit corporation) (the "Non-Surviving Corporation") is more particularly set forth in **Exhibit A** attached hereto and made a part hereof as if set out in full.

4. The address of the principal office of the Surviving Corporation is: 4145 Guadeloupe Street, Boulder, Colorado 80301.

5. The address of the principal office of the Non-Surviving Corporation is: 6101 Castaways Lane, Sanibel, Florida 33957.

6. Neither the Surviving Corporation or the Non-Surviving Corporation has members. In accordance with the provisions of Section 7-131-102 of the Colorado Revised Nonprofit Corporation Act, C.R.S. and Section 617.1103 of the Florida Not For Profit Corporation Law, said Plan of Merger was approved by all of the directors of the Surviving Corporation and the Non-Surviving Corporation by Combined Unanimous Consent of Directors dated effective December 15, 2000.

7. The effective date of the merger shall be the close of business on December 31, 2000.

8. The Surviving Corporation, pursuant to Section 617.1107 of the Florida Not For Profit Corporation Act, as amended, hereby undertakes and agrees:

A. That the Surviving Corporation shall be deemed to have authorized service of process on it in connection with any proceeding against the Non-Surviving Corporation or the Surviving Corporation by registered or certified mail, return receipt requested, to the address of the Surviving Corporation's principal office set forth in Section 4 of these Articles of Merger.

B. That the Surviving Corporation shall irrevocably appoint the Florida Department of State as its agent to accept service of process in any such proceeding.

IN WITNESS WHEREOF, the Surviving Corporation and the Non-Surviving Corporation have caused these Articles of Merger to be executed in their corporate names by their respective officers as of the 15th day of December, 2000, to be effective the close of business on December 31, 2000.

THE TERRA FOUNDATION, INC., a Florida
corporation

By Constance A. Holsinger
Constance A. Holsinger, President

THE TERRA FOUNDATION, INC., a Colorado
corporation

By Constance A. Holsinger
Constance A. Holsinger, President

EXHIBIT A

PLAN OF MERGER OF THE TERRA FOUNDATION, INC. (a Florida corporation) INTO THE TERRA FOUNDATION, INC. (a Colorado nonprofit corporation)

THIS PLAN OF MERGER is adopted for The Terra Foundation, Inc. (the "Non-Surviving Corporation"), a nonprofit corporation organized under the laws of the State of Florida, for The Terra Foundation, Inc., a nonprofit corporation organized under the laws of the State of Colorado, by Combined Unanimous Consent of Directors dated effective December 15, 2000. The names of the corporations planning to merge are both The Terra Foundation, Inc. The name of the surviving corporation is The Terra Foundation, Inc. (the "Surviving Corporation").

1. The address of Non-Surviving Corporation is: 6101 Castaways Lane, Sanibel, Florida 33957, its place of organization is the State of Florida, and its governing law is the Florida Not For Profit Corporation Act. The address of the Surviving Corporation is: 145 Guadeloupe Street, Boulder, Colorado 80301, its place of organization is the State of Colorado, and its governing law is Colorado Revised Nonprofit Corporation Act.

2. The Non-Surviving Corporation and the Surviving Corporation, shall, pursuant to the provisions of the Florida Not For Profit Corporation Act and the provisions of the Colorado Revised Nonprofit Corporation Act, be merged with and into a single corporation, and which shall continue to exist as said Surviving Corporation under its name, The Terra Foundation, Inc., pursuant to the provisions of Colorado law. The separate existence of the Non-Surviving Corporation shall cease when the merger becomes effective in accordance with the laws of the jurisdiction of its organization.

3. The Articles of Incorporation of the Surviving Corporation when the merger becomes effective shall be the Articles of Incorporation of said Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of its jurisdiction of organization.

4. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changes, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of its jurisdiction of organization.

5. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold office until their respective successors are elected or appointed and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the Florida Not For Profit Corporation Act and the Colorado Revised Nonprofit Corporation Act.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the Florida Not For Profit Corporation Act and the Colorado Revised Nonprofit Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Colorado, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of this Plan of Merger shall be the close of business on December 31, 2000.