

N94000006246

MOORE, COSTELLO & HART, P.L.L.P.

A Professional Limited Liability Partnership

ATTORNEYS

98 MAR 18 AM 7:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO

WRITER'S DIRECT DIAL NUMBER

ST. PAUL OFFICE

(612) 602-2689

March 13, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002460498-7
-03/18/98--01044--004
*****75.00 *****75.00

Re: Articles of Merger

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Merger and Plan of Merger of S & G Foundation, Inc., a Florida not-for-profit corporation, and S & G Foundation of Wyoming, a Wyoming nonprofit corporation. The S & G Foundation of Wyoming is the surviving corporation in the merger.

Also enclosed is our firm check in the amount of \$75 for the filing fee.

If you have any questions about the enclosed documents, please contact the undersigned.

Very truly yours,

MOORE, COSTELLO & HART, P.L.L.P.

By 
Tara D. Mattessich

TDM:tab
Enclosures

STP:50416-1.DOC

VS MAR 20 1998

Merger

1400 NORWEST CENTER • 55 E FIFTH ST • ST. PAUL, MN 55101-1792 • TEL. (612) 227-7683 • FAX (612) 602-2670

701 FOURTH AVENUE SOUTH • SUITE 1350 • MINNEAPOLIS, MN 55415-1823 • TEL. (612) 673-0148 • FAX (612) 602-2600

ARTICLES OF MERGER
Merger Sheet

MERGING:

S & G FOUNDATION, INC., a Florida corporation, N94000006246

INTO

S & G FOUNDATION OF WYOMING, a Wyoming corporation not qualified in
Florida.

File date: March 18, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
S & G FOUNDATION, INC.
AND
S & G FOUNDATION OF WYOMING**

98 MAR 18 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to applicable provisions of the Florida Not For Profit Corporation Act and of the Wyoming Nonprofit Corporation Act, the corporations hereinafter named do hereby adopt the following as Articles of Merger:

**ARTICLE I
CONSTITUENT CORPORATIONS**

The names of the merging corporations are S & G Foundation Inc., a Florida not for profit corporation, and S & G Foundation of Wyoming, a Wyoming nonprofit corporation (hereinafter "Surviving Corporation").

**ARTICLE II
PLAN OF MERGER**

The Plan of Merger by and between S & G Foundation, Inc. and S & G Foundation of Wyoming is attached hereto and made a part hereof.

**ARTICLE III
APPROVAL OF PLAN OF MERGER**

Neither of the constituent corporations has members, thus, no vote of the members was required to approve the Plan of Merger. The Plan of Merger was duly adopted by the Board of Directors of each of the constituent corporations on February 20, 1998 by the unanimous written action of the members of each Board of Directors. Each constituent corporation has three (3) directors.

**ARTICLE IV
EFFECTIVE DATE**

This merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State and with the Wyoming Secretary of State.

**ARTICLE V
AGREEMENT FOR SERVICE OF PROCESS**

The Surviving Corporation will be governed by the laws of the state of Wyoming. The Surviving Corporation agrees that it may be served with process in the state of Florida in any proceeding for enforcement of any obligation of any constituent corporation of the state of Florida, as well as for enforcement of any obligation of the

Surviving Corporation arising from the merger. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the state of Florida as its agent to accept service of process in any such suit or other proceedings.

Dated: 2/20, 1998 S & G FOUNDATION, INC.

By: Gale L. Davis
Gale L. Davis
Its: Secretary/Treasurer

Dated: 2/20, 1998 S & G FOUNDATION OF WYOMING

By: Gale L. Davis
Gale L. Davis
Its: Secretary/Treasurer

STP:49227-1.DOC

**PLAN OF MERGER
BY AND BETWEEN
S & G FOUNDATION, INC.
AND
S & G FOUNDATION OF WYOMING**

This shall constitute the Plan of Merger by and between S & G Foundation, Inc., a Florida not for profit corporation, and S & G Foundation of Wyoming, a Wyoming nonprofit corporation ("Constituent Corporations"), pursuant to the Florida Not For Profit Corporation Act and the Wyoming Nonprofit Corporation Act.

TERMS AND CONDITIONS OF MERGER

I. CONSTITUENT CORPORATIONS.

The constituent corporations are S & G Foundation, Inc., a Florida not for profit corporation that is a public benefit corporation, and that would qualify as a public benefit corporation under the Wyoming Nonprofit Corporation Act, and S & G Foundation of Wyoming, a Wyoming nonprofit corporation that is a public benefit corporation (hereinafter "Surviving Corporation").

II. EFFECTIVE DATE.

The merger will be effective upon the filing of Articles of Merger as required under applicable law.

III. SURVIVING CORPORATION.

S & G Foundation of Wyoming shall be the Surviving Corporation upon the accomplishment of this merger.

IV. NAME OF SURVIVING CORPORATION.

The name of the Surviving Corporation shall be S & G Foundation.

V. REGISTERED OFFICE.

The registered office of the Surviving Corporation will be at the address currently listed in the Articles of Incorporation of S & G Foundation of Wyoming as the registered office of S & G Foundation of Wyoming.

VI. GOVERNANCE.

6.1 Board of Directors.

The Surviving Corporation will be governed by a Board of Directors. All directors currently serving as directors of S & G Foundation of Wyoming will serve as directors of the Surviving Corporation.

6.2 Officers.

Those persons currently serving as officers of S & G Foundation of Wyoming shall serve as the officers of the Surviving Corporation.

6.3 Members.

Neither of the Constituent Corporations has members. The Surviving Corporation shall have no members.

VII. ARTICLES OF INCORPORATION.

The Articles of Incorporation of S & G Foundation of Wyoming shall be the Articles of Incorporation of the Surviving Corporation, with the amendment of the Articles of Incorporation to reflect the name of the Surviving Corporation, S & G Foundation.

VIII. APPROVALS.

This Plan of Merger is conditioned upon the approval of the Plan of Merger by a majority of the members of the Board of Directors of each Constituent Corporation.