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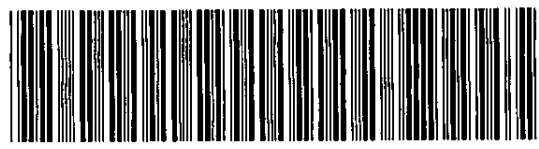
(Business Entity Name)

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Merger

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R. WHITE

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CORPORATE ACCESS, INC.

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1. Alpha-1 Foundation, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF MERGER
OF
ALPHA-1 FOUNDATION, INC. AND
ALPHA 1 ANTITRYPSIN DEFICIENCY ASSOCIATION**

74 JUN 16 11 9:30
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and the Florida Not-For-Profit Corporation Act pursuant to Florida Statutes Chapter 617.1105, the corporations hereinafter named do hereby adopt the following Articles of Merger:

**ARTICLE I
CONSTITUENT CORPORATIONS**

The names of the merging corporations are Alpha-1 Foundation, Inc., a Florida not-for-profit corporation (the "Foundation") and Alpha 1 Antitrypsin Deficiency Association, a Minnesota nonprofit corporation (the "Association").

**ARTICLE II
PLAN OF MERGER**

The Plan of Merger by and among the Foundation and the Association is attached hereto and made a part hereof.

**ARTICLE III
SURVIVING CORPORATION**

Alpha-1 Foundation, Inc., a Florida not-for-profit corporation shall be the surviving corporation upon the accomplishment of this merger.

**ARTICLE IV
APPROVAL OF PLAN OF MERGER**

The attached Plan of Merger by and among the Foundation and the Association was duly approved and adopted by each constituent corporation in accordance with the nonprofit corporation law of the state where each constituent corporation was formed. The Plan of Merger was adopted by the Foundation's board of directors on February 7, 2014 by the unanimous vote of its thirteen (13) directors. The Plan of Merger was adopted by the Association's board of directors by the unanimous vote of its ten (10) directors.

**ARTICLE V
NOTICE TO MINNESOTA ATTORNEY GENERAL**

The notice required by Section 317A.811 of the Minnesota Nonprofit Corporation Act requiring pre-merger notice to the Minnesota Attorney General is not applicable to this merger, because both of the constituent corporations are exempt from federal income

tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Association will provide a Certificate of Merger to the Attorney General's Office pursuant to Section 317A.811, subd. 6 of the Minnesota Nonprofit Corporation Act.

ARTICLE VI
EFFECTIVE DATE

This merger shall be effective July 1, 2014.

ALPHA-1 FOUNDATION, INC.

By: 

Its: Chief Executive Officer

Dated: 06-05-14

**ALPHA 1 ANTITRYPSIN DEFICIENCY
ASSOCIATION**

By: 

Its: Chief Executive Officer

Dated: June 5, 2014

ACTION BY THE BOARD OF DIRECTORS
OF
ALPHA-1 FOUNDATION, INC.,
a Florida Not-for-Profit corporation

Pursuant to F.S. 617.1006, the undersigned, constituting all of the Directors of Alpha-1 Foundation, Inc. (the "Corporation"), do hereby consent to and approve the following actions:

RESOLVED, that the Board of Directors of the Corporation hereby authorize the execution and filing of the Articles of Amendment to the Amended Articles of Incorporation dated January 10, 2008, as attached hereto as Exhibit "A";


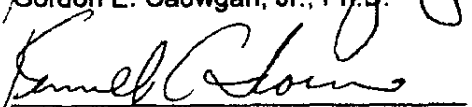
FURTHER RESOLVED, that the Board of Directors of the Corporation hereby authorize and approve the adoption of the Bylaws as attached hereto as Exhibit "B" in lieu of the Corporation's current Bylaws;

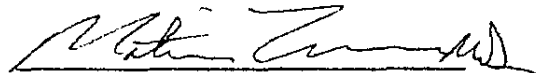
FURTHER RESOLVED, that the Board of Directors adopts and approves the Plan of Merger attached hereto as Exhibit "C";

FURTHER RESOLVED, that the Directors are authorized to submit to the Florida Department of State, Division of Corporations, Articles of Merger subsequent to the approval of the Plan of Merger; and

FURTHER RESOLVED, that the proper officers and directors of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions, and all acts and doings of the officers and directors of the Corporation which are in conformity with the intent and purpose of this action whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Corporation.

DATED: FEB 7, 2014

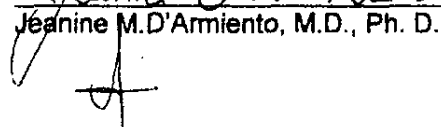

Gordon E. Cadogan, Jr., Ph.D.

Kenneth Irvine



Martin R. Zamora, M.D.

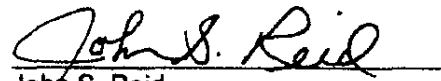

James Quill


William J. Martin II, M.D.

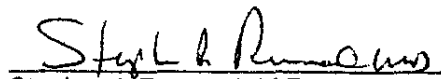

Jeanine M. D'Armiento, M.D., Ph. D.

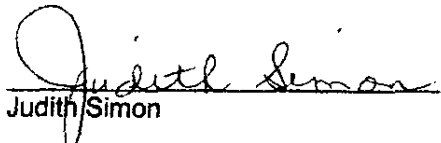

Shane Fitch


Elizabeth Johnson


John S. Reid


Joe Reidy


Stephen I. Rennard, M.D.


Judith Simon

James K. Stoller, M.D., M.S.

**PLAN OF MERGER
BY AND AMONG
ALPHA-1 FOUNDATION, INC. AND
ALPHA 1 ANTITRYPSIN DEFICIENCY ASSOCIATION**

This shall constitute the Plan of Merger by and among ALPHA-1 FOUNDATION, INC., a Florida Non Profit corporation ("the Foundation") and ALPHA 1 ANTITRYPSIN DEFICIENCY ASSOCIATION, a Minnesota nonprofit corporation ("the Association") pursuant to Minnesota Statutes, Chapter 317A and Florida Statutes Chapter 617. The Foundation and the Association are referred to collectively in this Plan of Merger as the "Corporations."

1. MERGER.

The Association shall be merged with and into the Foundation (the "merger"). The merger will be effective July 1, 2014 (the "Effective Date").

2. SURVIVING CORPORATION.

The Foundation shall be the Surviving Corporation upon the accomplishment of this merger and is herein sometimes referred to as the "Surviving Corporation." The Foundation shall be governed by the laws of the state of Florida.

3. NAME.

The name of the Surviving Corporation shall be "ALPHA-1 FOUNDATION, INC."

4. REGISTERED OFFICE/LOCATION OF ACTIVITIES.

The registered office of the Surviving Corporation will be 3300 Ponce De Leon Boulevard, Coral Gables, FL, and the activities of the Surviving Corporation will be conducted at the same address and at other locations designated by the Surviving Corporation.

5. GOVERNANCE.

5.1. Board of Directors.

The Surviving Corporation will be governed by a Board of Directors. The following listed persons will constitute the Board of Directors of the Surviving Corporation as of the Effective Date. Each person shall serve the term length set opposite their name. For purposes of Section 2.1 of the Surviving Corporation's Bylaws, the term commencing herewith shall constitute the first term served by such person and the length of the first term shall be deemed a full term regardless of the number of years actually served.

<u>Name</u>	<u>Term Length</u>
Gordon Cadwgan, Jr., PhD	2 years
Virginia Clark, MD	1 year
Thomas Corron	1 year
Jeanine D'Armiento	2 years
Sandra Douglas	2 years
Elizabeth Johnson	3 years
Jennifer Jopp	2 years
Kenneth A. Irvine	1 year
Henry Moehring	3 years
James Quill	2 years
John Reid	1 year
Stephen Rennard, M.D.	1 year
Ab Rees	2 years
Judith Simon	3 years
James K. Stoller, M.D.	3 years
Dell Witcher	3 years
Martin Zamora, M.D.	3 years

5.2 Officers.

The Surviving Corporation shall have the following corporate officers: Chair, Vice Chair, 2nd Vice Chair, Secretary, Treasurer, Immediate Past Chair, Director-Physician and such other officers as the Board of Directors from time to time shall determine. The following persons will become the corporate officers of the Surviving Corporation as of the Effective Date.

Chair:

Vice Chair:

2nd Vice Chair:

Secretary:

Treasurer:

Immediate Past Chair

Director-Physician:

Such officers shall serve as the officers of the Surviving Corporation for such term as is set forth in the Surviving Corporation's Bylaws found in Attachment 2 to this Plan of Merger. In addition to the corporate officers, the Surviving Corporation will have staff officers as appointed from time-to-time by the Board of Directors of the Surviving Corporation.

5.3. Members. The Surviving Corporation shall not have members with the right to vote with respect to corporate matters.

6. FINANCIAL RESOURCES AND MANAGEMENT.

6.1 Unrestricted Funds.

All financial resources of the Corporations will be merged. All revenues from membership dues, and from fees for services, as well as interest from investment accounts and reserves will become part of the unrestricted funds of the Surviving Corporation, as of the Effective Date and thereafter.

6.2 Restricted Funds.

Any donor or Board restricted funds of the Corporations will continue as restricted funds of the Surviving Corporation. Any unrestricted funds of the Corporations, will be considered to be unrestricted funds of the Surviving Corporation to the extent provided under generally accepted accounting principles.

6.3 Assumption of Assets and Liabilities.

The Surviving Corporation will assume all of the assets and liabilities of the Association, whether now known or hereafter determined.

6.4 Gifts and Grants.

All gifts or grants to the Association, including but not limited to, any bequest or devise under any trust or Last Will and Testament, made before or after the Effective Date of this merger, shall inure to the benefit of the Surviving Corporation.

7. ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation shall be as set forth in Attachment 1.

8. BYLAWS.

The Bylaws of the Surviving Corporation shall be as set forth in Attachment 2.

9. APPROVALS.

This Plan of Merger is conditioned upon the approval of this Plan of Merger by a majority of all the directors of each of the Corporations and by the Members of the Association, as provided by the bylaws of each of the Corporations and by the nonprofit corporation law of each of the states of incorporation of the Corporations.

10. ABANDONMENT.

The Corporations may abandon this Plan of Merger prior to the Effective Date by the approval of a majority of all directors of the corporation abandoning this Plan of Merger when written notice of such decision is given to the other corporation.