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MERGER OR SHARE EXCHANGE
GHR Foundation

EFFECTIVE DATE
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Articles of Merger of
GHR FOUNDATION, INC.,
a Florida Nonprofit Corporation, into
GHR FOUNDATION,
a Minnesota Nonprofit Corporation

EFFECTIVE DATE

1-1-12

Pursuant to the provisions of Florida Statutes, section 617.1105, and Minnesota Statutes, section 317A.615, the undersigned officers of GHR Foundation, Inc., a Florida nonprofit corporation (the "Florida Foundation") and GHR Foundation, a Minnesota nonprofit corporation (the "Minnesota Foundation") hereby certify that:

1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which the Florida Foundation will be merged with and into the Minnesota Foundation.
2. The Plan of Merger was duly adopted and approved by a majority of all the directors then in office at a duly held meeting of the Board of Directors of the Florida Foundation as of December 6, 2011 in accordance with the provisions of Florida Statutes, section 617.1103 and 617.0821. The Board of Directors of the Florida Foundation has eight members.
3. The Plan of Merger was duly adopted and approved by the Board of Directors of the Minnesota Foundation through written action by a majority of all the directors then in office as of December 6, 2011 in accordance with the provisions of Minnesota Statutes, Chapter 317A. The Board of Directors of the Minnesota Foundation has eight members.
4. Neither the Florida Foundation nor the Minnesota Foundation have members with voting rights.
5. The Florida Foundation and the Minnesota Foundation are both exempt from federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code; therefore, pursuant to Minnesota Statutes, section 317A.811, subd. 6, Minnesota Statutes, section 317A.811 is not applicable.
6. The merger shall be effective as of January 1, 2012.

Dated: December 19, 2011

GHR FOUNDATION, INC.

GHR FOUNDATION

By Amy Goldman
Amy Goldman, ChairBy Amy Goldman
Amy Goldman, Chair

EXHIBIT A

**Plan of Merger of
GHR FOUNDATION, INC.,
a Florida nonprofit corporation, into
GHR FOUNDATION,
a Minnesota nonprofit corporation**

1. **Merging Corporations.** The names of the corporations proposing to merge are GHR Foundation, Inc. (the "Florida Foundation"), a Florida nonprofit corporation, and GHR Foundation (the "Minnesota Foundation"), a Minnesota nonprofit corporation. The Florida Foundation shall merge with and into the Minnesota Foundation.
2. **Surviving Corporation.** The name of the surviving corporation shall be GHR Foundation.
3. **Terms and Conditions.** The merger shall be subject to the following terms and conditions:
 - a) The Board of Directors of the Florida Foundation or the Minnesota Foundation may abandon this Plan of Merger at any time prior to the filing of this Plan of Merger with the Minnesota Secretary of State and the Florida Secretary of State.
 - b) Those persons who are members of the Board of Directors of the Minnesota Foundation immediately prior to the effective date of the merger shall be the directors of the Minnesota Foundation as of the effective date of the merger.
 - c) The surviving corporation has no voting members.
4. **Procedure.** This merger shall be effective as of January 1, 2012, provided that the following events have occurred at or before such time:
 - a) Approval of this Plan of Merger by a majority of the Board of Directors of the Florida Foundation at a duly held meeting, or by action in writing;
 - b) Approval of this Plan of Merger by a majority of the Board of Directors of the Minnesota Foundation at a duly held meeting, or by action in writing; and
 - c) Filing of Articles of Merger with the Minnesota Secretary of State in accordance with Minnesota Statutes, section 317A.615.
 - d) Filing of Articles of Merger with the Florida Secretary of State in accordance with Florida Statutes, section 617.1105.
5. **Governing Law.** The surviving corporation shall be governed by the law of the State of Minnesota.

6. Articles of Incorporation. The Articles of Incorporation and Bylaws of the Minnesota Foundation shall, without change, be the Articles of Incorporation and Bylaws of the surviving corporation as of the effective date of the merger.

7. Attorney General. A copy of the certificate of merger shall be filed with the Minnesota Attorney General pursuant to Minnesota Statutes section 317A.811.