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**ARTICLES OF MERGER
MERGING
SOCIETY OF SAINT DISMAS, INC.
WITH AND INTO
THE CATHEDRAL OF SAINT DISMAS, INC.**

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Pursuant to Sections 617.1101, 617.1103, 617.1105 and 617.1106 of the Florida Not For Profit Corporation Act, **SOCIETY OF SAINT DISMAS, INC.**, a Florida not-for-profit corporation (hereinafter referred to as the "Merging Entity") and **THE CATHEDRAL OF SAINT DISMAS, INC.**, a Florida not-for-profit corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger:

ARTICLE I

The name, jurisdiction, type of entity and Florida document number of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction of the Surviving Entity's Governing Law</u>	<u>Type of Entity / Florida Document Number</u>
THE CATHEDRAL OF SAINT DISMAS, INC.	Florida	Not-for-profit corporation / #N99000007085

ARTICLE II

The name, jurisdiction, type of entity and Florida document number of the governing law of the Merging Entity is as follows:

<u>Name</u>	<u>Jurisdiction of the Merging Entity's Governing Law</u>	<u>Type of Entity / Florida Document Number</u>
SOCIETY OF SAINT DISMAS, INC.	Florida	Not-for-profit corporation / #N99000006712

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ARTICLE III

The Plan of Merger pursuant to which the Merging Entity shall merge with and into the Surviving Entity (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State or _____ (the "Effective Date").

ARTICLE V

The Plan of Merger was adopted and approved (i) by Resolution of the Board of Directors of the Surviving Entity at a meeting held on July 1, 2014, in accordance with Chapter 617, Florida Statutes (the governing law of the Surviving Entity), and (ii) in accordance with the terms of the governing documents of the Surviving Entity. As of the date hereof, the Surviving Entity has three (3) directors in office.

ARTICLE VI

The Plan of Merger was adopted and approved (i) by Resolution of the Board of Directors of the Merging Entity at a meeting held on July 1, 2014, in accordance with Chapter 617, *Florida Statutes* (the governing law of the Merging Entity), and (ii) in accordance with the terms of the governing documents of the Merging Entity. As of the date hereof, the Merging Entity has three (3) directors in office.

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IN WITNESS WHEREOF, the Board of Directors of the Merging Entity and the Surviving Entity have each caused these Articles of Merger to be executed by their respective authorized officer this 1st day of July, 2014.

MERGING ENTITY:

SOCIETY OF SAINT DISMAS, INC.,
a Florida not-for-profit corporation

By: Lori Costantino-Brown
Lori Costantino-Brown, President

SURVIVING ENTITY:

THE CATHEDRAL OF SAINT DISMAS,
INC., a Florida not-for-profit corporation

By: Lori Costantino-Brown
Lori Costantino-Brown, President

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EXHIBIT A

**PLAN OF MERGER
OF
MERGING
SOCIETY OF SAINT DISMAS, INC.
WITH AND INTO
THE CATHEDRAL OF SAINT DISMAS, INC.**

THIS PLAN OF MERGER is approved and adopted by **SOCIETY OF SAINT DISMAS, INC.**, a Florida not-for-profit corporation (the "Merging Entity") and **THE CATHEDRAL OF SAINT DISMAS, INC.**, a Florida not-for-profit corporation (the "Surviving Entity"):

ARTICLE I

1.1 **Name of Surviving Entity.** The name of the Surviving Entity is **THE CATHEDRAL OF SAINT DISMAS, INC.**

1.2 **Surviving Entity Principal Place of Business.** The Surviving Entity's principal place of business is 2001 Mercy Drive, Suite 101, Orlando, Florida 32808.

1.3 **Surviving Entity Jurisdiction.** The Surviving Entity's jurisdiction of governing law is Florida.

ARTICLE II

2.1 **Name of Merging Entity.** The name of the Merging Entity is **SOCIETY OF SAINT DISMAS, INC.**

2.2 **Merging Entity Principal Place of Business.** The principal place of business of the Merging Entity is 2001 Mercy Drive, Suite 101, Orlando, Florida 32808.

2.3 **Merging Entity Jurisdiction.** The Merging Entity's jurisdiction of governing law is Florida.

ARTICLE III

3.1 **The Merger.** As of the Effective Date, the Merging Entity shall merge with and into the Surviving Entity (the "Merger"), the separate existence of the Merging Entity shall thereupon cease, and the Surviving Entity shall be the surviving entity in the Merger and shall continue its legal existence under the laws of the State of Florida. The purpose of this merger is

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to combine the two (2) entities to more efficiently carry out the charitable mission of the organizations, and to reduce the costs and expenses of operating two (2) entities.

3.2 **Effect of Merger.** The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act (the "Act").

3.3 **Effective Date.** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

ARTICLE IV

4.1 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Act and the Articles of Incorporation of the Merging Entity: (i) the Surviving Entity shall possess all rights, privileges and powers of the Merging Entity; (ii) all property and assets of the Merging Entity shall vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of the Merging Entity.

4.2 **No Stock or Consideration Due from Merging Entity.** There is no stock or other ownership interest in the Merging Entity as of the Effective Date. No consideration shall be received in connection with the Merger.

ARTICLE V

5.1 **Surviving Entity Articles of Incorporation and Bylaws.** The Surviving Entity's Amended Articles of Incorporation and the Bylaws in effect immediately prior to the Effective Date shall be and will remain the Amended Articles of Incorporation and the Bylaws of the Surviving Entity immediately after the Effective Date, unless and until such Amended Articles of Incorporation and Bylaws shall be amended as provided by the Articles of Incorporation and Bylaws of the Surviving Entity or by law.

5.2 **Merging Entity Articles of Incorporation and Bylaws.** The Amended Articles of Incorporation and the Bylaws of the Merging Entity, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect.

5.3 **Surviving Entity Officers and Directors.** The officers and directors of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the officers and directors of the Surviving Entity, until such time as their successors are duly elected and qualified in accordance with the terms of the Amended Articles of Incorporation and the Bylaws of the Surviving Entity.

ARTICLE VI

6.1 **Amendment.** The Merging Entity and Surviving Entity (the "Constituent Entities"), by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to

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the adoption of this Plan of Merger by the Constituent Entities shall be subject to the limitations specified in the Act.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

6.3 **Constituent Entities' Approval.** This Plan of Merger was approved and adopted by Resolution of the Board of Directors of the Merging Entity at a meeting held on July 1, 2014, and by Resolution of the Board of Directors of the Surviving Entity at a meeting held on July 1, 2014.

6.4 **Filing of Articles of Merger.** After obtaining such approval by the Constituent Entities, the authorized officers of the Surviving Entity and the Merging Entity are hereby authorized and directed to cause all required documents to be executed, filed and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.