

To: The Florida Dept. of State  
Subject: 001321.103259

From: Ashley Smith

Wednesday, April 29, 2009 9:48 AM Page: 1 of 6

Division of Corporations

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## Florida Department of State

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## MERGER OR SHARE EXCHANGE

WASHINGTON HEALTH STUDIES INSTITUTE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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H09000106511 3

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Washington Health Studies Institute, Inc.	Washington	602 913 394

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Health Studies Institute, Inc.	FL	V54726
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 21, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 21, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

H09000106511 3

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Wednesday, April 29, 2009 9:48 AM Page: 3 of 6

**Seventh: SIGNATURES FOR EACH CORPORATION**

Typed or Printed Name of Individual & Title

Tracy O'Keefe, Secretary

Tracy O'Keefe, Secretary

H09000106511 3

H09000106511 3

#### PLAN OF MERGER

THIS PLAN OF MERGER, effective as of the 21 day of April, 2009, by and between Health Studies Institute, Inc., a Florida Corporation (the "Merged Company"), and Washington Health Studies Institute, Inc., a Washington corporation (the "Surviving Corporation").

#### RECITALS:

- A. The Merged Company is a corporation organized and existing under the laws of the State of Florida.
- B. The Surviving Corporation is a corporation organized and existing under the laws of the State of Washington.
- C. The directors and shareholders of the Merged Company and the directors and shareholders of the Surviving Corporation, respectively, deem it advisable for the Merged Company to merge with and into the Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Merged Company and the Surviving Corporation hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. Health Studies Institute, Inc. will be merged with and into Washington Health Studies Institute, Inc. and Washington Health Studies Institute, Inc. will be the Surviving Corporation.
2. Terms and Conditions of Merger. Upon the effective date of the merger: the separate legal existence of the Merged Company shall cease; title to all property owned by the Merged Company or the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment; and the Surviving Corporation shall have all rights and liabilities of the Merged Company and the Surviving Corporation. Any proceeding pending by or against the Merged Company or the Surviving Corporation may be continued as if such merger did not occur, or the Surviving

H09000106511 3

H09000106511 3

Corporation may be substituted in the proceeding for the Merged Company. The Merged Company and the Surviving Corporation intend this Merger to be a tax free corporate reorganization pursuant to Section 368 (a)(1)(A) of the Internal Revenue Code.

3. Governing Law. The laws of the state of Washington shall govern the Surviving Corporation.

4. Name. Upon the effective date of the merger, the Surviving Corporation's name shall be Health Studies Institute, Inc.

5. Registered Office and Agent. The address of the registered office of the Surviving Corporation shall be 10900 N.E. Fourth Street, Suite 1850, Bellevue, Washington 98004-8341. The registered agent shall be PR Corp. Services, Inc.

6. Accounting. The assets and liabilities of the Merged Company and the Surviving Corporation as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Merged Company and Surviving Corporation.

7. Articles of Incorporation. The Articles of Incorporation of Washington Health Studies Institute, Inc., as of the effective date of the merger, shall constitute the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Bylaws. The Bylaws of Washington Health Studies Institute, Inc., as of the effective date of the merger, shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

9. Directors. The directors of Washington Health Studies Institute, Inc. as of the effective date of the merger shall, be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

H09000106511 3

H09000106511 3

10. Manner and Basis of Converting Shares. As of the effective date of the merger each outstanding share of the Merged Corporation shall be converted into 1 of a share of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 21 day of April, 2009.

HEALTH STUDIES INSTITUTE, INC.  
(a Florida corporation)

WASHINGTON HEALTH STUDIES  
INSTITUTE, INC.  
(a Washington corporation)

By: Michael O'Keefe  
Michael O'Keefe, President

By: Michael O'Keefe  
Michael O'Keefe, President

By: Tracy O'Keefe  
Tracy O'Keefe, Secretary

By: Tracy O'Keefe  
Tracy O'Keefe, Secretary

H09000106511 3