

PLAN OF MERGER

THIS PLAN OF MERGER has been jointly proposed by The Centre, Inc., a Florida nonstock corporation, and The Monroe Institute, a Virginia nonstock corporation, for approval by the Boards of Directors of each such corporation.

1. Entities to Merge. The Centre, Inc., a Florida nonstock corporation, will merge with The Monroe Institute, a Virginia nonstock corporation, and the surviving corporation shall be The Monroe Institute which shall remain a Virginia nonstock corporation.

2. Terms and Conditions of Merger.

A. Whereas The Centre, Inc. was incorporated under the laws of the State of Florida in 1978;

B. Whereas The Centre, Inc. obtained authorization to conduct business in the Commonwealth of Virginia in 1982; and

C. Whereas The Centre, Inc.'s primary offices and business have been located in the Commonwealth of Virginia since the early part of the 1980s.

D. Therefore, the primary purpose the proposed merger is to afford The Centre, Inc. status as a domestic Virginia corporation. Accordingly, the business, affairs, purpose and tax exempt status of The Centre, Inc. shall be maintained and conducted by The Monroe Institute in accordance with its governing documents.

3. Membership.

A. The Members, as defined in Section 617.01401(9) of the Florida Statutes, of the Centre, Inc consist only of those elected to be voting members of the Board of Directors by the Board of Directors. The Members and Directors of the Centre, Inc. are as follows:

Al Dahlberg

Brian Dailey

John Herschelman

Frederick (Skip) Atwater

Virginia Colburn

Darlene (Dar) Miller

George Griffith

B. **The Monroe Institute** is not, nor shall it become by virtue of the merger, a member organization.

C. Each of the Members of The Centre, Inc., whose names are set forth in paragraph 3(A) above, is and shall remain upon the completion of the merger a member of the Board of Directors of The Monroe Institute.

4. Governing Documents. The Monroe Institute's Articles of Incorporation and By-Laws in effect immediately prior to the consummation of the merger shall continue to govern the business and affairs of The Monroe Institute immediately following the completion of the merger without amendment or modification except as provided therein.