

ARTICLES OF MERGER

The undersigned nonprofit corporations do hereby execute these Articles of Merger which shall be delivered by The William J. Clinton Foundation, an Arkansas nonprofit corporation ("Foundation"), as the surviving entity, pursuant to the requirements of Ark. Code Ann. § 4-33-1101, for the purpose of merging Clinton Foundation HIV/AIDS Initiative, Inc., an Arkansas nonprofit corporation ("Initiative"), with and into Foundation.

1. The name of each of the nonprofit corporations that are a party to these Articles of Merger and the state in which each is formed are as follows:

<u>Name of Nonprofit Corporation</u>	<u>State of Formation</u>
The William J. Clinton Foundation	Arkansas
Clinton Foundation HIV/AIDS Initiative, Inc.	Arkansas

2. An agreement entitled Plan of Merger has been approved and executed by each of the parties to the merger.

3. Foundation shall be the surviving entity upon completion of the merger.

4. The effective date of merger shall be December 31, 2005.

5. The Plan of Merger is on file at the registered office of Foundation, and such office is located at 1200 President Clinton Avenue, Little Rock, Arkansas 72201.

6. A copy of the Plan of Merger will be furnished on request and without cost to any person holding an interest in any of the parties to these Articles of Merger.

7. These Articles of Merger and the Plan of Merger have been approved by the Foundation, as the sole member of Initiative, and by the Boards of Directors of each of the parties hereto at meetings on April 25, 2005 and December 15, 2005.

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed by the appropriate and duly authorized persons as of the ___ day of _____, 2005.

THE WILLIAM J. CLINTON FOUNDATION

By: Bruce R. Lindsey,
Chief Executive Officer

ATTEST:

Secretary

WITNESS:

Chief Financial Officer

CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.



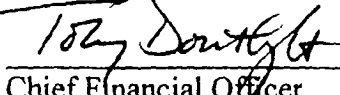
By: Ira Magaziner
Chairman

ATTEST:



Secretary

WITNESS:



Chief Financial Officer

PLAN OF MERGER

This Plan of Merger ("Plan"), dated as of December ___, 2005, is entered into by and between The William J. Clinton Foundation, an Arkansas nonprofit corporation ("Foundation"), and Clinton Foundation HIV/AIDS Initiative, Inc., an Arkansas nonprofit corporation ("Initiative"), for the purposes of merging Initiative with and into Foundation. Foundation, as the only member of the Initiative and the Directors of Initiative and Foundation agree to this Plan. Foundation and Initiative are herein sometimes collectively referred to as the "Nonprofit Entities."

RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

(a) Initiative is a nonprofit corporation organized and existing under the laws of the State of Arkansas and Foundation is the only member of the Initiative;

(b) Foundation is a nonprofit corporation organized and existing under the laws of the State of Arkansas;

(c) Foundation, as the only member of the Initiative and the Directors of the Foundation and Directors of Initiative deem it advisable and in the best interests of the Nonprofit Entities that Initiative be merged (herein sometimes referred to as the "Merger") with and into Foundation pursuant to the applicable provisions of the Arkansas Nonprofit Corporation Act and in accordance with the terms and conditions set forth in this Plan.

SECTION I NAME OF SURVIVING NONPROFIT CORPORATION; ARTICLES OF ORGANIZATION

1.1 *Surviving Corporation.* At the Effective Time of Merger, Initiative shall be merged with and into Foundation. Foundation shall be the surviving entity in the Merger (sometimes hereinafter referred to as the "Surviving Nonprofit Corp."), and the separate existence of Initiative shall cease.

1.2 *Certificate of Organization; Name Change.* The Articles of Incorporation of Foundation in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Articles of Incorporation of the Surviving Nonprofit Corp., unless and until changed as therein provided.

1.3 *Operating Agreement.* The Bylaws of Foundation in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Nonprofit Corp., unless and until changed as therein provided.

1.4 Effective Time. The Effective Time of the Merger shall be 12:01 a.m. Central daylight time on December 31, 2005.

1.5 Office. The registered office of the Surviving Nonprofit Corp., from and after the Effective Time shall be 1200 President Clinton Avenue, Little Rock, Arkansas 72201. A copy of this Plan of Merger and the Articles of Merger shall be maintained in that office.

**SECTION II
EFFECT OF MERGER ON MEMBERSHIP
OF THE NONPROFIT ENTITIES**

On the effective date of the Merger, all of the ownership interests in Initiative shall be cancelled and all of the outstanding membership interests in Foundation shall be all of the issued and outstanding membership interests in the Foundation.

**SECTION III
EFFECT OF MERGER**

3.1 Surviving Nonprofit Corp. At the time of the Merger, the separate existence of Initiative shall cease, and the existence and identity of the Foundation shall continue as the Surviving Nonprofit Corp.

3.2 Effect of Merger. The Surviving Nonprofit Corp., without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and shall assume and be subject to all restrictions, obligations, lawful and valid claims against, contracts, disabilities and duties, of each of the Nonprofit Entities; and all rights, privileges, powers and franchises of each Nonprofit Entity, and all property, real, personal and mixed, and all debts due to each Nonprofit Entity on whatever account, as well as all other things in action or belonging to each Nonprofit Entity, shall be vested in the Surviving Nonprofit Corp.

3.3 Statutory Merger. This Plan of Merger is intended to be a "statutory merger" of two nonprofit corporations. This Plan of Merger shall be filed with the Corporation Division, Arkansas Secretary of State and copies shall be provided to all members of the Nonprofit Entities.

Signature Page to Plan of Merger

IN WITNESS WHEREOF, the undersigned have adopted this Plan of Merger as of the date first above written.

**CLINTON FOUNDATION HIV/AIDS
INITIATIVE, INC.**

By: _____
Ira C. Magaziner, Chairman

THE WILLIAM J. CLINTON FOUNDATION

By: _____
James L. "Skip" Rutherford, Chairman of
the Board