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ARTICLES OF MERGER OF NONPROFIT CORPORATIONS

State Form 42199 (R7 / 4-12) / Corporate Form No. 364-6
Approved by State Board of Accounts, 1995

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Indiana Code 23-17-19-4

FILING FEE: $30.00

ARTICLES OF MERGER / SHARE EXCHANGE
OF

*(hereinafter "the **nonsurviving** corporation")*

INTO

*(hereinafter "the **surviving** corporation")*

In accordance with the requirements of the Indiana Nonprofit Corporation Act of 1991(*hereinafter known as the "Act"*), the undersigned corporations desiring to effect a merger, set forth the following facts:

ARTICLE I - SURVIVING CORPORATION

SECTION 1:

The name of the corporation surviving the merger is _____

and such name ☐ has ☐ has not *(designate which)* been changed as a result of the merger.

SECTION 2:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and

☐ qualified ☐ not qualified (*designate which*) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification _____
.

(If Application for Certificate of Authority is filed concurrently herewith, state "upon approval of Application for Certificate of Authority").

ARTICLE II - NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or qualification, respectively, of each Indiana domestic corporation and Indiana-qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana, if applicable *(month, day, year)*
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana, if applicable *(month, day, year)*
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana, if applicable *(month, day, year)*

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (*Must complete Section 1, 2, 3 or 4*)

SECTION 1: Membership vote not required

☐ The merger was adopted by the incorporators or board of directors without membership action and membership action was not required.

SECTION 2: Vote of members

☐ The designation, number of outstanding members, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class represented at the meeting is set forth below.

	TOTAL	A	B	C
Designation of each class *(if applicable)*				
Number of outstanding memberships				
Number of votes entitled to be cast				
Number of votes represented at meeting				
Number of members voted in favor				
Number of members voted against				

☐ SECTION 3: Written consent executed on _____ and signed by at least 80% of all members.

SECTION 4: Approval by third party

☐ If the corporation's articles of incorporation require the plan of merger to be approved in writing by a specified person other than the board of directors, the corporation has obtained the third party's approval pursuant to IC 23-17-19-3.

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (*Must complete Section 1 or 2*)

SECTION 1: Membership vote not required

☐ The merger was adopted by the incorporators or board of directors without membership action and membership action was not required.

SECTION 2: Vote of members

☐ The designation, number of outstanding members or delegates, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class represented at the meeting is set forth below.

	TOTAL	A	B	C
Designation of each class *(if applicable)*				
Number of outstanding memberships				
Number of votes entitled to be cast				
Number of votes represented at meeting				
Number of members voted in favor				
Number of members voted against				

In Witness Whereof, the undersigned being the _____ of the surviving
Title

corporation executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true,

this _____ day of _____ , 20 _____.

Signature	Printed name