

FORM NFP 111.25 (rev. Dec. 2003)
ARTICLES OF MERGER
OR CONSOLIDATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
Telephone (217) 782-6961
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FILED
AUG 17 2010

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 4649-100-9 Filing Fee: \$25.00 Approved: lt

-----Submit in duplicate-----Type or Print clearly in black ink-----Do not write above this line-----

NOTE: Strike inapplicable word in items 1, 3 and 4.



merge
1. Names of the corporations proposing to consolidate, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
<u>North Shore United Way</u>	<u>IL</u>	<u>4649-100-9</u>
<u>North Suburban United Way</u>	<u>IL</u>	<u>4524-595-1</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the surviving corporation: North Shore United Way
and it shall be governed by the laws of: Illinois

4. The plan of merger consolidation is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

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DEPARTMENT OF
BUSINESS SERVICES

merger

5. The plan of consolidation was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

North Shore United Way

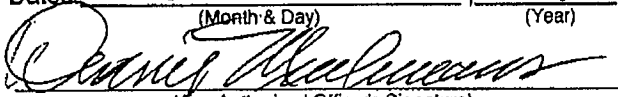
North Suburban United Way

6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

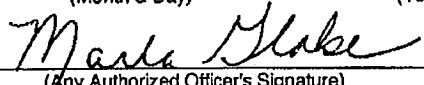
- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 6-3 2010
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)

North Shore United Way
 (Exact Name of Corporation)

Dennis Meulemans, Treasurer
 (Type or Print Name and Title)

Dated 6/9 2010
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)

North Suburban United Way
 (Exact Name of Corporation)

Mana Glabe, President
 (Type or Print Name and Title)

Dated _____ (Month & Day) _____ (Year)

 (Exact Name of Corporation)

 (Any Authorized Officer's Signature)

 (Type or Print Name and Title)

PLAN OF MERGER

This Plan of Merger ("Plan") dated this 21st day of May 2010, is entered into by and between United Way of the North Shore, to be renamed North Shore United Way in connection with the merger described in this Plan ("North Shore" or the "surviving corporation"), and North Suburban United Way ("North Suburban" or the "acquired corporation") (collectively, the "Parties").

WHEREAS, North Shore is a not-for-profit corporation organized and existing under the laws of the State of Illinois with its principal office in Skokie, Illinois; and

WHEREAS, North Suburban is a not-for-profit corporation organized and existing under the laws of the State of Illinois with its principal office in Northbrook, Illinois; and

WHEREAS, each of the Parties represents and warrants that (i) it is a not-for-profit corporation organized, existing and in good standing under the laws of the State of Illinois; (ii) it is not currently a party to any pending litigation; and (iii) it has no outstanding debt or other obligations, except as disclosed in its financial statements; and

WHEREAS, the Board of Directors of each of the Parties has voted to approve a merger of the Parties; and

WHEREAS, each of the Parties desires that a Plan be formally adopted by the corporations pursuant to the Illinois General Not-For-Profit Corporation Act, as amended.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual and several covenants and promises contained in this Plan, the Parties agree as follows:

1. **Merger:** North Suburban shall merge with and into North Shore, which shall be the surviving corporation.

2. **Terms and Conditions:** On the effective date of the merger, the separate existence of the acquired corporation shall cease and the surviving corporation shall succeed to all rights, privileges, immunities and property of the acquired corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the acquired corporation and neither the rights of creditors nor any liens on the property of the acquired corporation shall be impaired by the merger.

3. **Changes in Bylaws:** The Bylaws of the surviving corporation shall be amended and modified.

4. **Directors and Officers:** The initial Directors of the surviving corporation, upon the effective date of the merger, shall be those persons listed in Exhibit A attached to this Plan.

5. **Communities Covered:** The geographic service area for the merged corporation will encompass the following communities and their zip codes:

- Deerfield/Riverwoods/Bannockburn - 60015
- Evanston - 60201, 60202, 60203, 60204
- Glencoe - 60022
- Glenview/Golf - 60025
- Highland Park - 60035
- Highwood - 60040
- Kenilworth - 60013
- Lake Forest - 60045
- Lake Bluff - 60044
- Northbrook - 60062
- Wilmette - 60091
- Winnetka/Northfield - 60093

6. **Effective Date of the Merger:** The effective date of this merger shall be the date when Articles of Merger are accepted by the Illinois Secretary of State, but for accounting purposes among the Parties, the effective date shall be July 1, 2010.

7. **Execution:** This Plan may be executed in counterparts, each of which, when the other Party has executed a counterpart, shall constitute a fully executed original. This Plan has been executed upon express authority to do so by the resolution of the Boards of Directors of the surviving corporation and the acquired corporation.

IN WITNESS WHEREOF, each Party has signed and sealed this Plan as of the date set forth above.

NORTH SUBURBAN UNITED WAY

By: Mark F. Stale
Its President

ATTEST: Joel S. Jenz
Its Secretary

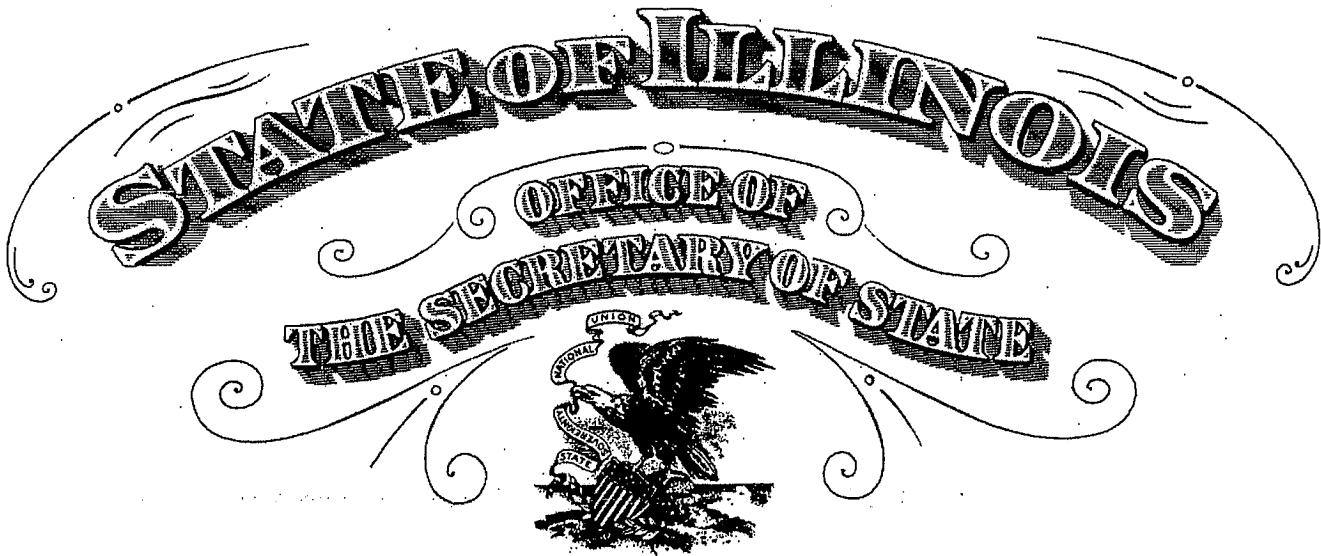
UNITED WAY OF THE NORTH SHORE

By: John H. Thompson
Its President

ATTEST: John W. [Signature]
Its Secretary

**Exhibit A
Proposed Slate
North Shore United Way
2010-2011 Board**

Al Bromberg	Deerfield
Marla Glabe	Northbrook
Jim Jenz	Glenview
Linda Lincoln	Glenview
Deb Price	Glencoe
Steve Adelstein	Highland Park
Bob Anthony	Glenview
Scott Britton	Glenview
Melanie Duguid	Highland Park
Sarah Flax	Evanston
Bob Franz	Deerfield
Vera Mayer	Northbrook
Karen Nystrom	Northbrook
Ken Offenber	Glenview
Carolyn Orsi	Glenview
Jack Snarr	Evanston
Louis Stauber	Wilmette
Bob Westropp	Lake Forest
Bob Worobow	Highland Park
Dick Egen	Wilmette
Susan McGarry	Evanston
Ed McGlynn	Lake Forest
Dennis Meulemans	Lake Forest
William Seiden	Deerfield
Ed Seidman	Deerfield
Laura Zimmerman	Deerfield



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 6 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR NORTH SHORE UNITED WAY. *****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST day of OCTOBER A.D. 2010

Jesse White