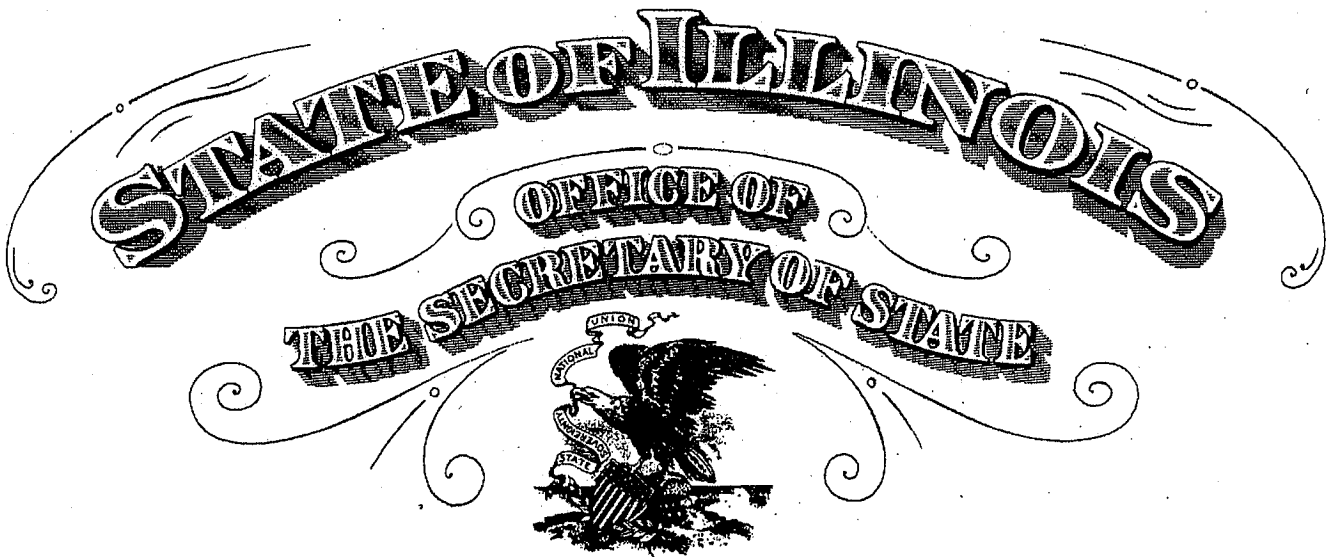


File Number

4111-486-0



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

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 38 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR NORTHWEST SUBURBAN UNITED WAY.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 29TH
day of SEPTEMBER A.D. 2009

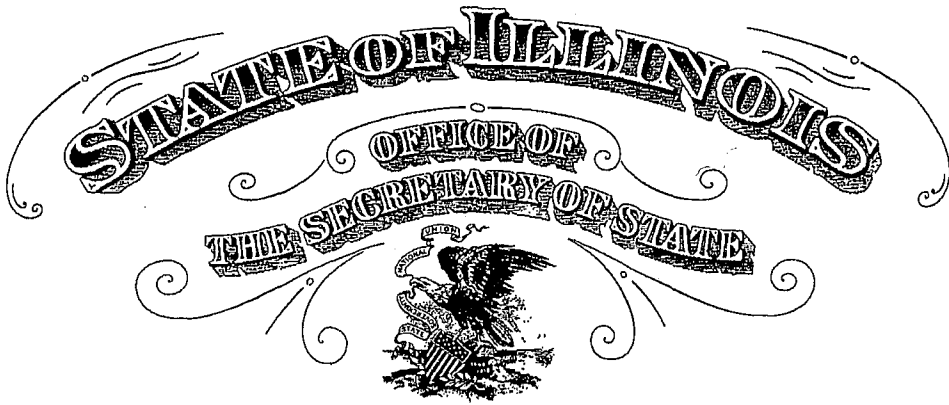
Jesse White

Authentication #: 0927201665

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE

Certificate Number 16829



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation duly signed and verified of

PALATINE COMMUNITY COMBINED APPEAL

have been filed in the Office of the Secretary of State on the 6th day of July A. D. 1961 as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law do hereby issue this Certificate of Incorporation, and attach thereto a copy of the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois Done at the City of Springfield, this 6th day of July A. D. 1961 and of the Independence of the United States the one hundred and 86th.

Charles F. Carpentier

SECRETARY OF STATE

(SEAL)



Filing Fee \$10.00

FORM NP-1

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 7-6-61
Filing Fee \$ 10.00
Clerk [Signature]

To CHARLES F. CARPENTIER, Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

1913 2A

Name	Number	Street	Address City	State
William L. McKinlay	44	South Rohlwing Road	Palatine, Illinois	
Norman J. Wipperfurth	232	South Rohlwing Road	Palatine, Illinois	
Mrs. C. A. Scharninghausen	396	Quentin Road	Palatine, Illinois	

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: Palatine Community Combined Appeal ^A
- The period of duration of the corporation is: Perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Illinois is: c/o Palatine National Bank Street
in the village of Palatine () County of Cook and
(Zone)
the name of its initial Registered Agent at said Address is: Norman J. Wipperfurth
- The first Board of Directors shall be 21 in number, their names and addresses being as follows:
(Not less than three)

Name	Street	Address City
Please see attached list		

PAID

JUL - 6 1961

[Signature]
Secretary of State

"civic, and in furtherance of said purpose,"

5. The purpose or purposes for which the corporation is organized are: To conduct, supervise and operate a plan to consolidate all non-profit charitable and civic financial and contribution drives and campaigns in the village of Palatine and immediate surrounding area, excepting the areas consisting of the City of Rolling Meadows and the City of Arlington Heights; to eliminate unnecessary duplication of time and personnel in raising funds for civic and charitable purposes in this area; to conduct any and all necessary campaigns to effect such purpose, and to allocate any funds it obtains to the various participating non-profit charities and civic enterprises, both national, state and local, and to do any and all things necessary or advisable to achieve these objectives. It is not the purpose of this organization to eliminate the current routine tag days or other miscellaneous civic and charitable efforts within our area that do not require a canvass of private homes or businesses. It is however the purpose of this organization to include every agency which in the past has made a general canvass of the area and to invite them to participate voluntarily in this effort.

For additional information please see By-laws, copy attached.

(OVER)

7

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

Mrs Carl G. Scharminghouse
William L. McRaney
Norman J. Wupperfurth

Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,
County of Cook } ss.

I, Lillian C. O'Malley, a Notary Public do hereby certify that on the 15th day of June, 1961, Mrs Carl G. Scharminghouse, William L. McRaney and Norman J. Wupperfurth (Names of Incorporators) personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Lillian C. O'Malley
Notary Public

FORM NP-1
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

FILED
JUL 6 1961

Charles S. Chapman
Secretary of State.

(These Articles Must Be Executed and Filled in Duplicate)

Filing Fee \$10.00

68885-20M-12-58

PALATINE COMMUNITY COMBINED AREA
BOARD OF DIRECTORS

May 1, 1961

- Mrs. C. E. Burns, 250 S. Bothwell X Fl. 9-0782
- Mrs. B. L. Duxton, 41 S. Glenwood Fl. 8-1472
- Ernest E. Coe, 2368 W. Warren Road X Fl. 9-0763
- Eugene T. Dragoo, 120 S. Benton St. Fl. 8-0393
- *Mrs. Melvin P. Earl, 379 N. Ayrshire Fl. 8-3888
- William D. Johnson, 533 W. Glencoe Fl. 9-1214
- E. Erie Jones, 262 N. Linden Fl. 8-1092
- Roy La Londe, 32 W. Sherman Fl. 9-0153
- Carl W. Lewin, 108 S. Rohlwing Rd. Fl. 8-0931
- William L. McKinlay, 44 S. Rohlwing Rd. X Fl. 8-0625
- Robert D. Moss, 247 N. Hale St. Fl. 8-1314
- George G. Nesmith, 35 W. Johnson St. Fl. 9-0334
- Robert L. Oakley, 259 Cheryl Lane Fl. 9-0822
- Mrs. C. A. Scharninghousen, 396 N. Quentin Road Fl. 9-0228
- Robert I. Seger, 1402 Joan Drive Fl. 9-0251
- Rev. C. G. Shira, 41 So. Rohlwing Road Fl. 8-0332
- H. Douglas Spruance, 1467 Rosita Drive X Fl. 9-4226
- Mrs. W. R. Sundling, 2073 S. Linden Lane Fl. 8-2792
- *Daniel S. Vrabeo, 862 Martin Drive Fl. 8-2445
- Torgny Westerberg, Roselle Road Fl. 9-1192
- Norman J. Wipperfurth, 232 S. Rohlwing Road Fl. 8-0800

Certificate Number 5131



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of

PALATINE COMBINED COMMUNITY APPEAL

have been filed in the Office of the Secretary of State, on the 4th day of December A. D. 19 73, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944;

Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment, and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield, this 4th day of December AD. 19 73, and of the Independence of the United States the one hundred and 98th.

(SEAL)

Michael J. Howlett
SECRETARY OF STATE



207-L

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its _____ Secretary, this 26th day of NOVEMBER, 1973.

PALATINE COMMUNITY COMBINED APPEAL
XXXXXXXXXX XX XXXXX XXXXXX XXX X XXXXXX
~~PALATINE COMBINED COMMUNITY APPEAL~~
(Exact Corporate Title)



By Charles H. Fox
Its _____ President
Wanda L. Mallow
Its _____ Secretary

STATE OF Illinois }
COUNTY OF Cook } ss.

I, Steve M. Early, a Notary Public, do hereby certify that on the 26 day of November, 1973, Wanda L. Mallow
(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that she signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place
(NOTARIAL SEAL)
Here

MY COMMISSION EXPIRES MAY 12, 1977.

Steve M. Early
Notary Public.

FORM NP-35

Box 4111 File 486-0

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

F I L E D

DEC 4 1973

Michael J. Howlett
Secretary of State

Filing Fee \$10.00

(44921-5M-8-72) 14



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles, of Amendment, to the Articles, of Incorporation duly signed, and verified, of

PALATINE CRUSADE OF MERCY

have been filed, in the Office, of the Secretary, of State, on the 4th day of May A. D. 19 77, as provided, by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944.

Alan J. Dixon

Now Therefore, I, ~~XXXXXXXXXXXX~~, Secretary, of State, of the State, of Illinois, by virtue, of the powers, vested, in me, by law, do hereby, issue, this Certificate, of Amendment, and, attach, thereto, a copy, of the Articles, of Amendment, to the Articles, of Incorporation, of the, aforesaid, corporation.

In Testimony Whereof, I hereto set my hand, and, cause, to be affixed, the Great Seal, of the State, of Illinois,

Done, at the City, of Springfield, this 4th day of May AD. 19 77 and of the Independence, of the United States the two hundred, and 1st

(SEAL)

Alan J. Dixon

SECRETARY OF STATE

(DO NOT WRITE IN THIS SPACE)

To Be Filled
In Duplicate
Filing Fee \$10.00

FORM NP-35

Date 5-4-77

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
under the

Filing Fee \$ 10.00

Clerk JR

GENERAL NOT FOR PROFIT CORPORATION ACT

Alan J. Dixon

3162 26

To Michael J. Howlett, Secretary of State, Springfield, Illinois:

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: Palatine Crusade of Mercy

2. There are _____ members, having voting rights with respect to amendments:
(Insert "no" or "some")

(Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on _____, 19____ same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.

(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on April 6, 1977, same receiving the votes of a majority of the directors then

in office, the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:

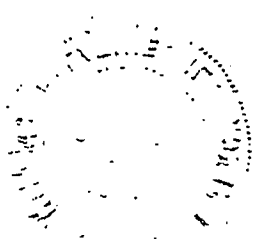
1. The name of this organization shall be

the United Way of Palatine.

PAID

MAY 6 1977

ALAN J. DIXON
Secretary of State



(Over)

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its _____ Secretary, this 11th day of April, 1977.



Palatine Crusade of Mercy
(Exact Corporate Title)
By Kendall White, Jr.
Its _____ President
Lynne Oswald
Its _____ Secretary

STATE OF Illinois
COUNTY OF Cook ss.

I, Sheree L. Calmeyer, a Notary Public, do hereby certify that on the 11th day of April, 1977, Kendall S. White, Jr.
(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that _____ he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Sheree L. Calmeyer
Notary Public.

My Commission Expires April 17, 1979

FORM NP-35

Box 4111 File 486-0

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

Palatine Crusade of Mercy

FILED

MAY 4 1977

Calmeyer

Filing Fee \$10.00

(60979-10M-8-74)

5

File Number 4111-486-0



Whereas, ARTICLES OF MERGER OF
UNITED WAY OF PALATINE

INCORPORATED UNDER THE LAWS OF THE STATE OF Illinois HAVE
BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY
THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

*In Testimony Whereof, I hereto set my hand, and cause to
be affixed the Great Seal of the State of Illinois,*

*at the City of Springfield, this 31st
day of August AD. 1989 and
of the Independence of the United States
the two hundred and 14th.*



Jim Edgar
SECRETARY OF STATE

PAID

NP 111.25 (Rev. Jan., 1987)

JIM EDGAR
Secretary of State
State of Illinois
SEP 13 1989

File # 4111-486-0

Submit in Duplicate

*Remit payment in check or Money Order,
payable to "Secretary of State".*

DO NOT SEND CASH!

Filing Fee \$25.00

**ARTICLES OF MERGER,
OR CONSOLIDATION**

**under the
General Not For Profit Corporation Act**

This Space for Use By Secretary of State	
Date	<u>8/31/89</u>
Filing Fee \$	<u>2500</u>
Clerk	<u>JK</u>

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of Merger or Consolidation. (Strike inapplicable word.)

1. The names of the corporations proposing to ~~consolidate~~ ^{merge}, and the State or Country of their incorporation, are;

Name of Corporation	State or Country of Incorporation
<u>UNITED WAY OF PALATINE</u>	<u>ILLINOIS 4111-486-0</u>
<u>UNITED WAY OF ROLLING MEADOWS</u>	<u>ILLINOIS 5271-555-5</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 ~~new~~ ^{surviving} corporation is UNITED WAY PALATINE - INVERNESS - ROLLING MEADOWS
and it shall be governed by the laws of ILLINOIS

4. The plan of ~~consolidation~~ ^{merger} is as follows: see attached document.

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

Form NP 111.25

File No. _____

ARTICLES OF MERGER,
OR CONSOLIDATION

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25.00

FILED

AUG 3 1 1989
JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217-782-6961

C-227

PLAN AND AGREEMENT OF MERGER BETWEEN
THE UNITED WAY OF PALATINE
AND
THE UNITED WAY OF ROLLING MEADOWS

This Plan and Agreement of Merger, made and entered into this 19th day of July, 1989, by and between the UNITED WAY OF PALATINE, an Illinois not for profit corporation (Palatine), and the UNITED WAY OF ROLLING MEADOWS, an Illinois not for profit corporation (Rolling Meadows), said corporations being hereinafter sometimes referred to jointly as "Constituent Corporations,"

WITNESSETH:

WHEREAS, Palatine is a corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the Office of the Secretary of State of Illinois on July 6,, 19 61, and

WHEREAS, Rolling Meadows is a corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the Office of the Secretary of State of Illinois on April 29,, 19 82 ;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable that Rolling Meadows be merged into Palatine on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the General Not for Profit Corporation Act of 1986 which permits such mergers.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth, Palatine and Rolling Meadows, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Palatine and Rolling Meadows shall be merged into a single corporation, in accordance with the provisions of the General Not for Profit Corporation Act of 1986 by Rolling Meadows merging into Palatine, and Palatine shall be the Surviving Corporation of the merger.

ARTICLE II

Upon the merger becoming effective: (1) the Constituent Corporations shall be a single corporation; (2) the separate existence of Rolling Meadows shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, and franchises of each of the Constituent Corporations, and all property, real, personal, and mixed, and debts due on whatever account, and all choices in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in Palatine as the Surviving Corporation, without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert to or be in any way impaired by reason of the merger but shall vest in the Surviving Corporation; (4) the Surviving Corporation

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ATTORNEYS AT LAW
115 W. COLFAX
PALATINE, IL
60067
(312) 358-5220

shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporations. Neither the rights of the creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger; (5) the by-laws of Palatine, as existing and constituted immediately prior to the effective date of the merger shall be and constitute the by-laws of the Surviving Corporation; (6) for all accounting purposes, the effective date of the merger shall be deemed to be the close of business on the 31st day of August, 1989.

ARTICLE III

The Surviving Corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

ARTICLE IV

The assets and liabilities of Rolling Meadows, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they, respectively, shall, on such date, be carried on the books of Rolling Meadows.

ARTICLE V

Initially there shall be twenty-one (21) Directors of the Surviving Corporation who shall be the same persons constituting the Board of Directors of Palatine and Rolling Meadows immediately prior to the effective date of the merger, and such persons shall hold office until the first annual meeting of the Board of Directors of the Surviving Corporation and until their respective successors are elected according to the by-laws of the Surviving Corporation.

ARTICLE VI

As of the effective date of the merger, the following persons are to be deemed unanimously elected as the Officers of the Surviving Corporation, and shall serve in said posts until their respective successors are elected according to the by-laws of the Surviving Corporation:

- | | |
|-----------------------|--------------------------|
| President | Lloyd Struttman |
| First Vice-President | Jerome W. Pinderski, Jr. |
| Second Vice-President | Janice R. Van Ekerem |
| Third Vice-President | Max Downham |
| Fourth Vice President | Edward Murawski |
| Treasurer | Sharron Cappello |
| Secretary | Marilyn Bogen |

ARTICLE VII

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of any of the Constituent Corporations, the proper Officers and Directors of the Constituent Corporations shall and will execute,

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PALATINE, IL
60067
(312) 358-6220

make and deliver all such proper assignments, conveyances, and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VIII

This Plan and Agreement of Merger shall be submitted to the Members of Palatine and Rolling Meadows, as provided by law, and be deemed to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the unanimous written consent of or the vote of at least two-thirds of the Members of each Constituent Corporation in accordance with the requirements of the General Not for Profit Corporation Act of 1986, Ill. Rev. Stat., Ch. 32, Sec 111.20.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by the adoption of an appropriate resolution by its Board of Directors abandoning the merger, at any time prior to the filing of these Articles of Merger by the Secretary of State of Illinois, and by notifying the other Constituent Corporations of the adoption of such resolution.

ARTICLE IX

Upon completion of all statutory requirements for said merger, and the execution, filing, and recording of all reports required by the General Not for Profit Corporation Act of 1986 and regulations issued thereunder by the Illinois Secretary of State, the merger contemplated and agreed to hereunder shall be deemed effective as of 12:01 a.m. September 1, 1989.

ARTICLE X

The name of the Surviving Corporation, upon the effective date of the merger, shall be change from United Way of Palatine and hereinafter be known as:

United Way of Palatine - Inverness - Rolling Meadows *bc*

IN WITNESS WHEREOF, Palatine and Rolling Meadows have each caused this Plan and Agreement of Merger to be adopted by a majority of its Board of Directors and its corporate seal to be hereunto affixed and attested by its Secretary, all as of the day and year first above written.

United Way of Palatine

Lloyd L. Hullman

President

ATTEST:

Marilyn J. Bogen

Secretary

(CORPORATE SEAL)

PINDERSKI & PINDERSKI, LTD.
ATTORNEYS AT LAW
115 W. COLFAX
PALATINE, IL.
60067
(312) 358-6220

United Way of Rolling Meadows

Janice B. Theurer
President

ATTEST:

Shirley P. Clancy
Secretary
(CORPORATE SEAL)

PINDERSKI & PINDERSKI, LTD.
ATTORNEYS AT LAW
115 W. COLFAX
PALATINE, IL.
60067
(312) 358-5220

SECRETARY'S CERTIFICATE

I, Marilyn Bogen, Secretary of the United Way of Palatine, a corporation existing under the General Not for Profit Corporation Act of 1986, hereby certify, as such Secretary and under the seal of said corporation, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly adopted by a majority of the Directors thereof and having been adopted by a majority of the Directors of the United Way of Rolling Meadows, a corporation existing under the General Not for Profit Corporation Act of 1986, was submitted to the Members of the United Way of Palatine at a special meeting of such Members duly called and held on the 16th day of August, 1989, for the purpose of considering and taking action upon said Plan and Agreement of Merger, and such Plan and Agreement of Merger was duly adopted by the vote of at least two-thirds of the votes entitled to be cast by Members at said meeting of Members of the United Way of Palatine and is the duly adopted agreement of said corporation pursuant to the provisions of the General Not for Profit Corporation Act of 1986.

Witness my hand and the seal of the United Way of Palatine this 16th day of August, 1989.


Secretary

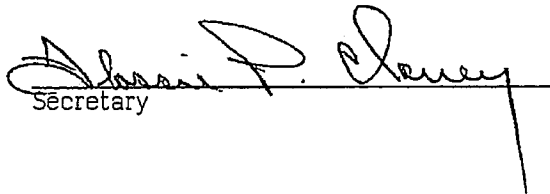
CORPORATE SEAL

PINDERSKI & PINDERSKI, LTD.
ATTORNEYS AT LAW
115 W. COLFAX
PALATINE, IL.
60067
(312) 358-5220

SECRETARY'S CERTIFICATE

I, FLOSSIE P. Claney, Secretary of the United Way of Rolling Meadows, a corporation existing under the General Not for Profit Corporation Act of 1986, hereby certify, as such Secretary and under the seal of said corporation, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly adopted on behalf of said corporation by a majority of the Directors thereof and having been adopted by a majority of the Directors of the United Way of Palatine, a corporation existing under the General Not for Profit Act of 1986, was submitted to the Members of the United Way of Rolling Meadows at a special meeting of such Members duly called and held on the 16th day of August, 1989, for the purpose of considering and taking action upon said Plan and Agreement of Merger, and such Plan and Agreement of Merger was duly adopted by the vote of at least two-thirds of the votes entitled to be cast by Members at said meeting of members of the United Way of Rolling Meadows and is the duly adopted agreement of said corporation pursuant to the provisions of the General Not for Profit Corporation Act of 1986.

Witness my hand and the seal of the United Way of Rolling Meadows this 16th day of August, 1989.


Secretary

CORPORATE SEAL

PINDERSKI & PINDERSKI, LTD.
ATTORNEYS AT LAW
115 W. COLFAX
PALATINE, IL.
60067
(312) 358-5220

FORM NFP 105.10/105.20 (rev. Dec. 2003)

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdriveillinois.com

FILED
APR 03 2006
JESSE WHITE
SECRETARY OF STATE

PAID
APR 04 2006
DEPARTMENT OF BUSINESS SERVICES

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

File # 4114860 Filing Fee: \$5.00 Approved: SB
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. CORPORATE NAME: Northwest Suburban United Way



2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent Susan L. Dawson
First Name Middle Name Last Name
Registered Office 55 W. Monroe Street, 3300
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60603 Cook
City ZIP Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent Susan L. Dawson
First Name Middle Name Last Name
Registered Office 1834 Walden Office Square, 5th Floor
Number Street Suite No. (A P.O. Box alone is not acceptable)
Schaumburg, 60173 Cook
City ZIP Code County 016

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)

SEE REVERSE SIDE FOR SIGNATURE(S).

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____
 (Month & Day) (Year) (Exact Name of Corporation)

 (Any Authorized Officer's Signature)

 (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated March 28, 2006 _____
 (Month & Day) (Year) (Signature of Registered Agent of Record)

Susan L. Dawson, Attorney

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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
 www.cyberdriveillinois.com

FILED

NOV 14 2008

**JESSE WHITE
 SECRETARY OF STATE**

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

File # 4111-486-0 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.

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

Name of Corporation	State or Country of Incorporation	File Number
<u>Northwest Suburban United Way</u> ^S	<u>Illinois</u>	<u>4111-486-0</u>
<u>Far Northwest Suburban United Way</u>	<u>Illinois</u>	<u>46791258</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} ~~new~~ corporation: Northwest Suburban 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.)

See Exhibit A

PAID
 NOV 14 2008
 DEPARTMENT OF
 BUSINESS SERVICES

5. The plan of merger 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)

<u>NAME OF CORPORATION</u>	MANNER
Northwest Suburban United Way	A
Far Northwest Suburban United Way	A
_____	_____

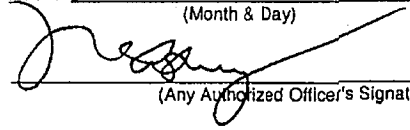
6. (Not applicable if surviving or new corporation is an Illinois corporation)

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.**)

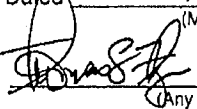
Dated October 1, 2008
(Month & Day) (Year)


(Any Authorized Officer's Signature)

Michael Abruzzini, President
(Type or Print Name and Title)

Northwest Suburban United Way
(Exact Name of Corporation)

Dated October 1, 2008
(Month & Day) (Year)


(Any Authorized Officer's Signature)

Thomas Flynn, President
(Type or Print Name and Title)

Far Northwest Suburban United Way
(Exact Name of Corporation)

Dated _____, _____
(Month & Day) (Year)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

(Exact Name of Corporation)

Both Member United Ways Must Sign

**UNITED WAY OF METROPOLITAN CHICAGO
PLAN OF MERGER**

This Plan of Merger dated entered by and between the **Northwest Suburban United Way**, hereinafter sometimes referred to as the "surviving corporation", and the **Far Northwest Suburban United Way**, hereinafter sometimes referred to as the "acquired corporation".

WHEREAS, The **Northwest Suburban United Way** is a not-for-profit corporation organized and existing under the laws of the State of Illinois with its principal office in Mount Prospect, Illinois; and

WHEREAS, The **Far Northwest Suburban United Way** is a not-for-profit corporation organized and existing under the laws of the State of Illinois with its principal office in Hoffman Estates, Illinois; and

WHEREAS, the members and Board of Directors of each of said corporations deem it desirable to enhance the efforts of the corporations in furtherance of the general United Way purposes and goals and in the best interests of the corporations that the **Far Northwest Suburban United Way** can be merged into the **Northwest Suburban United Way** pursuant to the provisions of the Illinois General Not For Profit Corporation Act, as amended; and

WHEREAS, each of said corporations desire that a Plan of Merger 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 herein contained, said corporations hereby agree as follows:

1. **Merger: Far Northwest Suburban United Way** shall merge with and into the **Northwest Suburban United Way** and the latter 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 all the property, both real and personal and mixed, 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 corporations and neither the rights of creditors nor any liens on the property of the acquired corporation shall be impaired by the merger.
3. **Directors and Officers:** The initial Directors of the surviving corporation, upon the effective date of the merger, shall be those persons listed in Appendix A attached hereto. The Officers of the surviving corporation, upon the effective date of the merger, shall continue as the Officers of the merged organization for the full unexpired terms of their offices and until their successors have been elected and qualified.

Both Member United Ways Must Sign

**UNITED WAY OF METROPOLITAN CHICAGO
PLAN OF MERGER**

4. **Prohibited Transactions:** From the date of this Plan of Merger to the effective date of merger, the surviving and acquired corporations shall not engage in any activity or transaction other than in the ordinary course of their business activity.

5. **Approval of Directors:** This Plan of Merger shall be submitted for the approval of the Board of Directors of the surviving and acquired corporations in the manner provided by the applicable laws of the State of Illinois at special or regular meetings to be held at such time as the Board of Directors of the surviving and acquired corporations may determine.

6. **Communities Covered:** This merger will encompass the following communities and their zip codes:

- | | |
|---|---|
| Arlington Heights – 60004,
60005, 60006 | Wheeling – 60090 |
| Des Plaines – 60016, 60017,
60018, 60019 | Buffalo Grove – 60089 |
| Inverness – 60067, 60010 | Schaumburg - 60159, 60168,
60173, 60179, 60193, 60194,
60195, 60196 |
| Lincolnwood – 60712, 60645,
60646, 60659 | Hoffman Estates – 60010, 60067,
60169, 60179, 60192, 60195,
60196 |
| Lincolnshire & Prairie View –
60069 | Elk Grove Village - 60007,
60009 |
| Morton Grove – 60053 | Bartlett – 60103, 60133 |
| Mount Prospect – 60056 | Hanover Park – 60133 |
| Niles – 60714 | Streamwood - 60107 |
| Palatine – 60038, 60055, 60067,
60074, 60078, 60094, 60095 | East Dundee – 60118 |
| Prospect Heights – 60070 | West Dundee – 60118 |
| Park Ridge – 60068 | Carpentersville - 60110 |
| Park Ridge Manor - 60068 | Gilberts – 60136 |
| Rolling Meadows -- 60008 | Sleepy Hollow 60118 |
| Rosemont – 60018, 60019 | |
| Skokie – 60076, 60077 | |

7. **Effective Date of the Merger:** The effective date of this merger shall be the date when Articles of Merger are filed with the Illinois Secretary of State and October 1, 2008 for accounting purposes only.

8. **Execution of Plan of Merger:** This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original document for all intents purposes. This Plan of Merger shall be executed by the Presidents of the surviving corporation and the acquired corporation upon the express authority to each

Both Member United Ways Must Sign

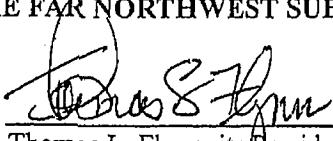
**UNITED WAY OF METROPOLITAN CHICAGO
PLAN OF MERGER**

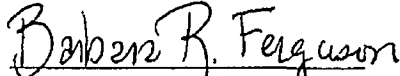
to do so by the resolution of the Board of Directors of the surviving corporation and acquired corporations.

The signature of each party shall be attested by the Secretary of each party.

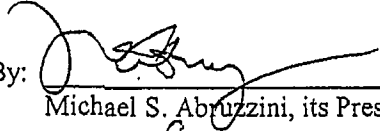
IN WITNESS WHEREOF, each party hereto has signed and sealed this Plan of Merger on the date set opposite their signatures.

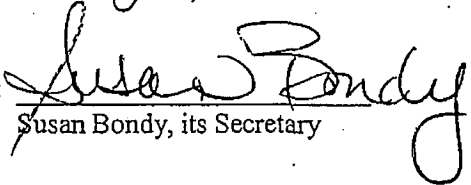
THE FAR NORTHWEST SUBURBAN UNITED WAY

By:  Date: September 22, 2008
Thomas L. Flynn, its President

ATTEST: 
Barbara Ferguson, its Secretary

THE NORTHWEST SUBURBAN UNITED WAY

By:  Date: September 18, 2008
Michael S. Abruzzini, its President

ATTEST: 
Susan Bondy, its Secretary

7

APPENDIX A
BOARD MEMBERS OF COMBINED ORGANIZATION

Michael S. Abruzzini
Jerome E. Brand
Susan Bondy
Richard J. Casey
Gary A. Cueno
Susan Dawson
Lávonne Ellis
Barbara Ferguson
Thomas L. Flynn
Leon Gopon
Gregory P. Guarrine
Danise Habun
Anthony Harrington
Dennis Huebner
Terry Kennedy
Jeffrey W. Kreye
Satish Kumar
Diane Latta
Dave Markworth
Roland P. Marquis, Sr.
Frank Moriarty
Wendi Phillips
Brandon Picchioni
Meryl Rivenson
Linda Sanner
Regina Schlamp
Janet Sirabian
James Tansor
Charles VandeVen

Form **NFP-110.30**

ARTICLES OF AMENDMENT
GENERAL NOT FOR PROFIT
CORPORATION ACT

File # 4111-486-0

(Rev. Jan. 2003)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
www.cyberdriveillinois.com
Telephone: (217) 782-6961

PAID
JAN 08 2004
EXPEDITED FILED
JAN 06 2004
SECRETARY OF STATE
JESSE WHITE
SECRETARY OF STATE

Submit in Duplicate

Date 1-6-04

Filing Fee \$ 25.00

Approved: lt

Remit payment by check or money order payable to "Secretary of State".

1. Corporate name (Note 1): United Way of Palatine - Inverness - Rolling Meadows

2. Manner of adoption of amendment:

The following amendment of Articles of Incorporation was adopted on August 20, 2003 in the manner indicated below (Check one only):
(Month, Day & Year)

- By affirmative vote of a majority of the directors in office, at a meeting of the board of directors in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 107.12 and 108.45 (Note 3)
- By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.12 and 110.20. (Note 5)



3. Text of amendment

(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. *Article 1: The name of the corporation is:

Northwest Suburban United Way

(New Name)

(b) All amendments other than name change.

(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.) If there is not sufficient space to add the full text of the amendment, add one or more sheets of this size.

(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.

4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 11/11 2003 United Way of Palatine-Inverness-Rolling Meadows
(Month & Day) (Year) (Exact Name of Corporation)

Michael A. Thompson
(Any Authorized Officer's Signature)

Michael A. Thompson, President
(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under pSection 101.10(b)(2) must sign below and print name and title. The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature	Print Name and Title
_____	_____
_____	_____
_____	_____
_____	_____

NOTES

- Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.
- Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15
- Note 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- Note 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.
 Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
 To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
 The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- Note 5:** When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP 110.30 (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
http://www.cyberdriveillinois.com

FILED



APR 5 - 2005

PAID
APR 06 2005

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

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF
BUSINESS SERVICES

File # 4111-486-0 Filing Fee: \$25.00 Approved: *by*
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): NORTHWEST SUBURBAN UNITED WAY
2. Manner of adoption of amendment:
The following amendment of Articles of Incorporation was adopted on March 10, 2005 in the manner indicated below (Check one only):
(Month, Day & Year)
- By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)
- By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)
3. Text of amendment
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. *Article 1: The name of the corporation is:

(New Name)

(b) All amendments other than name change. See Attachment A attached hereto and made a part hereof. (If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.) If there is not sufficient space to add the full text of the amendment, add one or more sheets of this size.

(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.

ATTACHMENT A
TO
ARTICLES OF AMENDMENT
OF
NORTHWEST SUBURBAN UNITED WAY

File Number 4111-486-0

3. Text of amendment
(b) All amendments other than name change.

The following provisions are hereby substituted for Article 5 in its entirety:

ARTICLE 5.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 28 2005 NORTHWEST SUBURBAN UNITED WAY
(Month & Day) (Year) (Exact Name of Corporation)

Michael A. Dwyer
(Any Authorized Officer's Signature)

Michael A. Dwyer President
(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title. The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature	Print Name and Title
_____	_____
_____	_____
_____	_____

NOTES

- Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.
- Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15
- Note 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- Note 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.
 Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
 To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).
 The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- Note 5:** When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

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
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

FILED

AUG 12 2005

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

JESSE WHITE
SECRETARY OF STATE

P A I D
AUG 15 2005
DEPARTMENT OF
BUSINESS SERVICES

File # 4111-486-0 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.



CP0714183

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

Name of Corporation	State or Country of Incorporation	File Number
<u>NORTHWEST SUBURBAN UNITED WAY S</u>	<u>ILLINOIS</u>	<u>41114860</u>
<u>UNITED WAY OF SKOKIE VALLEY</u>	<u>ILLINOIS</u>	<u>33292953</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} new corporation: NORTHWEST SUBURBAN 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.)

SEE ATTACHED.

5. The plan of ^{merger} 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

NORTHWEST SUBURBAN UNITED WAY

UNITED WAY OF SKOKIE VALLEY

A

PLAN OF MERGER

This Plan of Merger, dated as of May 12, 2005, is by and between the **Northwest Suburban United Way**, hereinafter sometimes referred to as the "surviving corporation", and the **United Way of Skokie Valley**, hereinafter sometimes referred to as the "acquired corporation".

WHEREAS, The **Northwest Suburban United Way** is a not-for-profit corporation organized and existing under the laws of the State of Illinois with its principal office in Mount Prospect, IL; and

WHEREAS, The **United Way of Skokie Valley** is a not-for-profit corporation organized and existing under the laws of The State of Illinois with its principal office in Skokie, IL and

WHEREAS, the members and Board of Directors of each of said corporations deem it desirable to enhance the efforts of the corporations in furtherance of the general United Way purposes and goals and in the best interests of the corporations that the **United Way of Skokie Valley** can be merged into the **Northwest Suburban United Way** pursuant to the provisions of the Illinois General Not For Profit Corporation Act, as amended; and

WHEREAS, each of said corporations desire that a Plan of Merger 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 herein contained, said corporations hereby agree as follows:

- 1. Merger:** The **United Way of Skokie Valley** shall merge with and into the **Northwest Suburban United Way** and the latter 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 all the property, both real and personal and mixed, 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 corporations and neither the rights of creditors nor any liens on the property of the acquired corporations shall be impaired by the merger.
- 3. Directors and Officers:** The initial Directors of the surviving corporation, upon the effective date of the merger, shall be as follows:

Michael Abruzzini
Randy Arakawa
Tom Arganbright
Jim Blue
Karen Buchanan
Lauretta M. Burke
Rene Carranza
Mark Coffman
Mary Couzin
Gary Cueno
Susan Dawson

Paul Eisterhold
Leon Gopon
Amy Kruppe
Greg Kurr
Dave Markworth
Roland Marquis
Rick Pflieger
Elizabeth A. Riesche
Meryl Rivenson
Regina Schlamp
Ann Sikora

Jan Sirabian
Jean Sophie
Ed Sterba
Mike Thompson
Jim Uzler
Charles VandeVen

- 4. **Bylaws:** The Bylaws of the surviving corporation shall control. It is the intention of the board of the merged organization to review and revise these by-laws as appropriate.
- 5. **Prohibited Transactions:** From the date of this Plan to the effective date of merger, the surviving and acquired corporations shall not engage in any activity or transaction other than in the ordinary course of their business activity.
- 6. **Approval of Members:** This Plan of Merger shall be submitted for the approval of the Board of Directors of the surviving and acquired corporations in the manner provided by the applicable laws of the State of Illinois at special or regular meetings to be held at such time as the Board of Directors of the surviving and acquired corporations may determine.
- 7. **Communities Covered:** This merger will encompass the following communities and their zip codes:

Arlington Heights – 60004, 60005, 60006	Park Ridge – 60068
Des Plaines – 60016, 60017, 60018, 60019	Park Ridge Manor - 60068
Inverness – 60067, 60010	Rolling Meadows -- 60008
Lincolnwood – 60712, 60645, 60646, 60659	Rosemont – 60018, 60019
Lincolnshire, Half Day & PrairieView– 60069	Skokie – 60076, 60077
Morton Grove – 60053	Wheeling – 60090
Mount Prospect – 60056	Buffalo Grove – 60089
Niles – 60714	
Palatine – 60067, 60074, 60078	
Prospect Heights – 60070	
- 8. **Effective Date of the Merger:** The effective date of this merger shall be the date when Articles of Merger are filed with the Illinois Secretary of State.
- 9. **Execution of Plan of Merger:** This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original document for all intents purposes. This plan of Merger shall be executed by the Presidents of the surviving corporation and the acquired corporation upon the express authority to each to do so by the resolution of the Board of Directors of the surviving corporation and acquired corporations.

The signature of each party shall be attested by the Secretary of each party.

IN WITNESS WHEREOF, each party hereto has signed and sealed this Plan of Merger as of the date first above written.

THE UNITED WAY OF SKOKIE VALLEY

By: *Paul Kitchell*
Its President

ATTEST: *[Signature]*
Its Secretary

THE NORTHWEST SUBURBAN UNITED WAY

By: *Carroll B. [Signature]*
Its President

ATTEST: *James B. Blue*
Its Secretary