

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
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FILED

JUN 30 2005

JESSE WHITE
 SECRETARY OF STATE

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

File # 4755-655-4 Filing Fee: \$25.00 Approved: W
 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 ~~XXXXXX~~ ^{merge} and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
South Suburban United Way ^(S)	Illinois	4755-655-4
Southwest Suburban United Way ^(NS)	Illinois	4740-168-2

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

3. The name of the ~~XXX~~ ^{surviving} corporation: South Suburban United Way

and it shall be governed by the laws of: Illinois

PAID

4. The plan of ~~XXXXXX~~ ^{merger} is as follows:

JUL 05 2005

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

**EXPEDITED
 SECRETARY OF STATE**

- The non-surviving corporation shall transfer all assets and liabilities to the surviving corporation. The surviving corporation shall accept and assume all the assets and liabilities of the non-surviving corporation.
- The Articles of Incorporation of the surviving corporation are amended as follows:
 Article 1. The name of the corporation is South-Southwest Suburban United Way. W
- Communities Covered: The communities served by the surviving corporation are listed in Attachment A made a part hereof.

4. The officers of the surviving corporation shall continue to serve in their respective offices until their successors shall be duly elected and qualified.
5. The directors of the surviving corporation shall continue as directors until their successors shall be duly elected and qualified.
6. On or after the effective date of the merger, the by-laws of the surviving corporation shall be amended in accordance with resolutions adopted by the Board of Directors of the surviving corporation.
7. Prohibited Transactions: From the date the merger is approved by the Board of Directors of the surviving corporation and the non-surviving corporation until the effective date of the merger, the surviving corporation and the non-surviving corporation shall not engage in any activity or transaction other than in the ordinary course of their business activity.

5. The plan of ~~XXXXXX~~^{merger} 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

South Suburban United Way

Southwest 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 June 10 2005
(Month & Day) (Year)
David R. Larson
(Any Authorized Officer's Signature)

SOUTH SUBURBAN UNITED WAY
(Exact Name of Corporation)

David R. Larson President
(Type or Print Name and Title)

Dated June 21 2005
(Month & Day) (Year)
Richard F. Nogal
(Any Authorized Officer's Signature)

SOUTHWEST SUBURBAN UNITED WAY
(Exact Name of Corporation)

Richard F. Nogal 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)

ATTACHMENT A

Chicago Heights-60411, 60412,
Crete-60417,
Ford Heights-60411,
Lynwood-60411,
Sauk Village-60411,
Richton Park-60471,
Thornton-60476,
University Park-60466,
Blue Island-60406, 60827,
Calumet Park-60643, 60827,
Robbins-60472,
Dixmoor-60426,
Harvey-60426,
Markham-60426,
Phoenix-60426,
Posen-60469,
Calumet City-60409,
South Holland-60473,
Dolton-60419,
Riverdale-60827,
South Chicago Heights-60411,
Steger-60475,
Country Club Hills-60478,
East Hazel Crest-60429,
Hazel Crest-60429,
Flossmoor-60422,
Glenwood-60425,
Homewood-60422, 60430,
Matteson-60443,
Olympia Fields-60461,
Park Forest-60466,
Alsip-60803,
Garden Homes-60803,
Burbank-60458, 60459,
Evergreen Park-60805,
Nottingham Park-60805,
Oak Lawn-60453, 60454, 60456, 60457,
Hickory Hills-60457,
Orland Hills-60477,
Palos Heights-60463,
Palos Hills-60465,
Palos Park-60464,
Tinley Park-60477,
Midlothian-60445,
Oak Forest-60452,
Crestwood-60445,
Chicago Ridge-60415,
Worth-60482,
Argo-60501,
Bedford Park-60479, 60458, 60459,
Bridgeview-60455,
Hodgkins-60525,
Justice-60458,
Summit-60501,
Orland Park-60462, 60467,
Homewood-60430