PLAN OF MERGER AND CONSOLIDATION BETWEEN
GENERAL CONFERENCE MENNONITE CHURCH, A KANSAS CHARITABLE
NON-PROFIT CORPORATION; MENNONITE CHURCH, A PENNSYLVANIA
CORPORATION NOT-FOR-PROFIT; AND MENNONITE CHURCH USA, INC.,
AN INDIANA NON-PROFIT RELIGIOUS CORPORATION

THIS PLAN OF MERGER AND CONSOLIDATION is made and entered into this
doctor of __________________, 2001, between GENERAL CONFERENCE MENNONITE
CHURCH, a Kansas Charitable Non-Profit Corporation, MENNONITE CHURCH, a
Pennsylvania Corporation Not-for-Profit, and MENNONITE CHURCH USA, INC., an Indiana
Non-Profit Religious Corporation.

WITNESSETH:

WHEREAS, General Conference Mennonite Church is a Kansas Charitable Non-Profit
Corporation organized and existing for religious purposes under the laws of the State of Kansas,
having been incorporated on November 30, 1950; and

WHEREAS, Mennonite Church is a Pennsylvania Not-for-Profit Corporation organized
and existing for religious purposes under the laws of the State of Pennsylvania, having been
incorporated on November 22, 1963; and

WHEREAS, General Conference Mennonite Church and Mennonite Church wish to
merge and consolidate into a new religious corporation named Mennonite Church USA, Inc.,
which will be an Indiana non-profit corporation pursuant to their Plan of Merger and
Consolidation (the “Plan”); and

WHEREAS, the Board of Directors of General Conference Mennonite Church and
Mennonite Church, respectively, as hereinafter more particularly set forth, deem it desirable and
in the best interest of the corporations and their members that General Conference Mennonite
Church and Mennonite Church, respectively, be merged and consolidated into Mennonite
Church USA, Inc., and the corporations, respectively, desire that they so merge and consolidate
under and pursuant to the laws of their respective states.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and
agreements herein set forth and for the purpose of prescribing the terms and conditions of such
merger and consolidation, the parties hereto covenant and agree as follows:

1. Merger/Consolidation. General Conference Mennonite Church, sometimes
hereinafter referred to as the “Merged Kansas Corporation,” and Mennonite Church, sometimes
hereinafter referred to as the “Merged Pennsylvania Corporation,” shall each be merged with and
into Mennonite Church USA, Inc., hereinafter sometimes referred to as the “Surviving
Corporation,” and the Surviving Corporation does hereby merge the Merged Kansas Corporation
and the Merged Pennsylvania Corporation with and into itself. The effective date of the
contemplated merger shall be February 1, 2003, at 12:01 o’clock A.M. On and after the effective
date of the contemplated merger and consolidation:

a. Mennonite Church USA, Inc. shall be the Surviving Corporation and
shall continue to exist as a domestic Indiana non-profit corporation under the laws of the
State of Indiana, with all of the rights and obligations of such domestic Indiana non-profit
corporation as provided by the Indiana Non-Profit Corporation Act of 1991, I.C. 23-17-1-
et seq.
b. General Conference Mennonite Church and its properties and liabilities shall become the properties and liabilities of Mennonite Church USA, Inc. as the Surviving Corporation.

c. Mennonite Church and its properties and liabilities shall become the properties and liabilities of Mennonite Church USA, Inc., as the Surviving Corporation.

2. **Articles of Incorporation; Bylaws.** The Articles of Incorporation of Mennonite Church USA, Inc., as set forth in Exhibit A hereto, shall be Articles of Incorporation of the Surviving Corporation. The Bylaws of Mennonite Church USA, Inc., as set forth in Exhibit B hereto shall be the Bylaws of the Surviving Corporation, effective February 1, 2002.

3. **Members.** Upon the effective date of the merger:

   a. Member congregations of the Merged Kansas Corporation shall be members of Mennonite Church USA, Inc. through area conference membership, as provided in the Bylaws of the Surviving Corporation, including provisions for provisional membership.

   b. Member congregations of Mennonite Church shall be members of the Surviving Corporation through area conference membership, as provided in the Bylaws of the Surviving Corporation, including provisions for provisional membership, and transitional direct membership.

4. **Purpose of Surviving Corporation.** The purpose of the Surviving Corporation is set forth in Exhibit A, and is generally to carry on the religious mission, programs and activities of the combined non-profit religious corporations.

5. **First Directors and Officers.** The names and addresses of the first Directors and Officers, and their term of office, is set forth in Exhibit C hereto, which is incorporated herein by reference.

6. **Kansas Relationship to Surviving Corporation.** As of the effective date of the merger and consolidation:

   a. The principal office of the Surviving Corporation in the State of Indiana is located at:

   
   427 South 2nd St., Suite 600
   Elkhart, IN 46516

   b. The Surviving Corporation specifically consents to being sued and served with process in Kansas in any proceeding for the enforcement of any obligation of the Merged Kansas Corporation.

   c. The Surviving Corporation irrevocably appoints the Secretary of State of Kansas as agent to accept service of process in any proceeding described in subparagraph b. immediately above.

   d. The Surviving Corporation desires to transact business and to exercise its corporate privileges in the State of Kansas as a foreign corporation in a continual course of transactions, and further, the Surviving Corporation appoints both the Secretary of State of Kansas, and Gregory J. Stucky, whose address is: FLEESON, GOING, COULSON & KITCH, L.L.C., P.O. Box 997, Wichita, KS 67201-0997 as its statutory agents with respect to service of any process, notice or demand in any proceeding described in subparagraph b. above.
7. **Approval.**

   a. This Plan has been approved by the Directors of the Merged Kansas Corporation, as required by the laws of the State of Kansas. All Directors consisting of twenty (20) individuals were of one class and _________ voted for the Plan and _________ against the Plan. This plan has been approved by the Board of Trustees of the Merged Kansas Corporation, as required by the laws of the State of Kansas. All Trustees consisting of three (3) individuals were of one class and all three (3) voted unanimously for the Plan.

   b. This Plan has been approved by the Directors of the Merged Pennsylvania Corporation, as required by the laws of the State of Pennsylvania. All Directors consisting of twenty (20) individuals were of one class and _________ voted for the Plan and _________ voted against the Plan.

   c. As provided in the Articles of Incorporation, the Board of Directors alone were required to approve the merger for the Surviving Corporation. The Board of Directors consisted of _________ individuals, of whom _________ voted for the Plan and ______ voted against the Plan.

8. **Tax Qualification.** The parties intend that Surviving Corporation be tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its successors, and the Directors of the Surviving Corporation are empowered and authorized to make such amendments to the Articles and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status, provided that no such amendment may change the requirements, rights or privileges of membership.

9. **Property Rights.** No member of the Surviving Corporation shall have any rights or claims to the property of Surviving Corporation by virtue of such membership.

10. **Authorization.** To the extent that the states of Kansas, Pennsylvania, and Indiana prescribe specific forms for Articles of Merger and/or Consolidation to be utilized in this case, those persons authorized to execute such documents by resolutions of the respective corporations may do so to the extent such documents are not inconsistent with the provisions of this Plan.

11. **Abandonment of Plan.** Notwithstanding any of the provisions of the Plan, the Directors of any of the Merged Kansas Corporation, the Merged Pennsylvania Corporation, or the Surviving Corporation, at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan shall hereby be cancelled and become null and void.
IN WITNESS WHEREOF, General Conference Mennonite Church, a Kansas Corporation, Mennonite Church, a Pennsylvania Corporation, and Mennonite Church USA, Inc., an Indiana Corporation, have caused this Plan to be signed in their corporate names by their respective Chairman of the Board, Presidents, and Secretaries, all as of the day and year first above written.

GENERAL CONFERENCE MENNONITE CHURCH

By: ________________________________
Its: ________________________________

By: ________________________________
Its: ________________________________

MENNONITE CHURCH

By: ________________________________
Its: ________________________________

By: ________________________________
Its: ________________________________

MENNONITE CHURCH USA, INC.

By: ________________________________
Its: ________________________________

By: ________________________________
Its: ________________________________

By: ________________________________
Its: ________________________________