

47 b. General Conference Mennonite Church and its properties and
48 liabilities shall become the properties and liabilities of Mennonite Church USA, Inc. as
49 the Surviving Corporation.

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

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

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

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

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

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

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

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

72 a. The principal office of the Surviving Corporation in the State of Indiana is
73 located at: 427 South 2nd St., Suite 600
74 Elkhart, IN 46516

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

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

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

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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.

120 IN WITNESS WHEREOF, General Conference Mennonite Church, a Kansas Corporation,
121 Mennonite Church, a Pennsylvania Corporation, and Mennonite Church USA, Inc., an Indiana
122 Corporation, have caused this Plan to be signed in their corporate names by their respective
123 Chairman of the Board, Presidents, and Secretaries, all as of the day and year first above written.

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GENERAL CONFERENCE MENNONITE CHURCH

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Its: _____

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Its: _____

By: _____

Its: _____

MENNONITE CHURCH

By: _____

Its: _____

By: _____

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Its: _____

MENNONITE CHURCH USA, INC.

By: _____

Its: _____

By: _____

Its: _____

By: _____

Its: _____