

**AGREEMENT AND PLAN OF MERGER**

**COMMUNITY AND FAMILY PARTNERSHIP**  
(a Nebraska nonprofit corporation)

**with and into**  
**COLUMBUS AREA UNITED WAY, INC.**  
(a Nebraska nonprofit corporation)

**WHEREAS**, Community and Family Partnership is a Nebraska nonprofit public benefit corporation with its registered office located at 1119 B Street, Schuyler, Nebraska 68661;

**WHEREAS**, Columbus Area United Way, Inc. is a Nebraska nonprofit public benefit corporation with its registered office located at 3214 25th Street, Suite 2, Columbus, Nebraska 68601;

**WHEREAS**, Section 21-19,118 of the Nebraska Nonprofit Corporation Act permits the merger of one or more Nebraska nonprofit corporations with and into a Nebraska nonprofit corporation;

**WHEREAS**, the Parties are committed to the common purpose of improving the lives of children, youth, and families in Boone, Colfax, Platte and Nance counties, and the Parties desire to effect a merger to better serve this purpose, on the terms and conditions set forth in this Agreement and Plan of Merger (“Plan of Merger”);

**NOW, THEREFORE**, the Parties enter into the following Agreement and Plan of Merger:

1. **Parties.**

1.1 Community and Family Partnership shall be referred to as the “Merging Corporation”.

1.2 Columbus Area United Way, Inc. shall be the “Surviving Corporation”.

2. **Terms and Conditions of Merger.** On the Effective Date, as defined below, the Merging Corporation shall merge with and into the Surviving Corporation, and the separate corporate legal existence of the Merging Corporation shall cease (the “Merger”). Following, and as a result of the Merger, the Surviving Corporation shall succeed to and be the owner of all assets, tangible and intangible, of the Merging Corporation and shall become subject to all debts, liabilities and duties of the Merging Corporation. Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance that is made to the Merging Corporation shall automatically transfer and inure to the Surviving Corporation unless the will or other instrument otherwise specifically provides.

3. **Articles of Incorporation.** As of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended as set forth in Attachment I hereto, until thereafter amended in accordance with applicable law.

4. **Bylaws.** As of the Effective Date, the Bylaws of the Surviving Corporation shall be amended and restated as set forth in Attachment II hereto, until thereafter amended in accordance with applicable law

5. **Effective Date.** The “Effective Date” shall be the date on which the Articles of Merger are filed with the Nebraska Secretary of State.

**MERGING CORPORATION:**

**COMMUNITY AND FAMILY PARTNERSHIP**

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

**SURVIVING CORPORATION:**

**COLUMBUS AREA UNITED WAY, INC.**

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

*Attachment I – Articles of Amendment to the Amended and Restated Articles of Incorporation  
Attachment II – Amended and Restated Bylaws*

**ATTACHMENT I**

**ARTICLES OF AMENDMENT**

**to the**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**ATTACHMENT II**

**AMENDED AND RESTATED BYLAWS**

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