

AGREEMENT OF MERGER

This Agreement of Merger is entered into between League of Women Voters of the Bay Area, California, a California Nonprofit Public Benefit Corporation (herein "Surviving Corporation") and League of Women Voters of the Bay Area Education Fund, a California Nonprofit Public Benefit Corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
3. Surviving Corporation will continue to use its existing Articles of Incorporation and Bylaw following the merger.
4. The officers and the Board of Directors of Surviving Corporation will remain in place following the merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement as of _____, 2017.

League of Women Voters of the Bay Area

[Name], President

[Name], Secretary

League of Women Voters of the Bay Area Education Fund

[Name], President

[Name], Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

_____ and _____ certify that:

1. They are the president and the secretary, respectively, of League of Women Voters of the Bay Area, California, a California Nonprofit Public Benefit Corporation (the “Surviving Corporation”).
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the required vote of the members of the Surviving Corporation.
3. There is only one class of members and the total number of members of the corporation entitled to vote on the merger is _____.
4. No other approvals are required.
5. The Attorney General of the State of California is not required to be given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____

[Name], President

[Name], Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

_____ and _____ certify that:

1. They are the president and the secretary, respectively, of League of Women Voters of the Bay Area Education Fund, a California Nonprofit Public Benefit Corporation (the “Merging Corporation”).
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors of the Merging Corporation.
3. The Merging Corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California is not required to be given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____

[Name], President

[Name], Secretary