



1A-362

**Articles of Merger  
of  
United Way of Minneapolis Area  
and  
United Way of the Saint Paul Area, Inc.,  
into  
United Way Administrative Services of the Twin Cities**

Pursuant to the provisions of Minnesota Statutes, section 317A.615, the undersigned officers of United Way of Minneapolis Area, United Way of the Saint Paul Area, Inc., and United Way Administrative Services of the Twin Cities, all Minnesota nonprofit corporations, hereby certify that:

1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which United Way of Minneapolis Area and United Way of the Saint Paul Area, Inc., will be merged with and into the United Way Administrative Services of the Twin Cities.
2. The Plan of Merger was duly adopted and approved by the Board of Directors of United Way of Minneapolis Area in accordance with the provisions of Minnesota Statutes, Chapter 317A.
3. The Plan of Merger was duly adopted and approved by the Board of Directors of United Way of the Saint Paul Area, Inc. in accordance with the provisions of Minnesota Statutes, Chapter 317A.
4. The Plan of Merger was duly adopted and approved by the Board of Directors of United Way Administrative Services of the Twin Cities in accordance with the provisions of Minnesota Statutes, Chapter 317A.
5. All three merging corporations are exempt from federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code; therefore, pursuant to Minnesota Statutes, section 317A.811, subd. 6, Minnesota Statutes, section 317A.811 is not applicable.
6. The merger shall be effective as of 12:01 a.m. on May 1, 2001. ✓

Dated: April 26, 2001

UNITED WAY OF MINNEAPOLIS AREA

By William W. Henry  
Its Chairman

093758

copy holds RN-30500

~~093757~~

Dated: April 26, 2001

UNITED WAY OF THE SAINT PAUL AREA,  
INC.

By *[Signature]*  
Its *[Signature]*

Dated: April 26, 2001

UNITED WAY ADMINISTRATIVE SERVICES  
OF THE TWIN CITIES

By *[Signature]*  
Its *[Signature]*

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**Plan of Merger  
of  
United Way of Minneapolis Area  
and  
United Way of the Saint Paul Area, Inc.,  
into  
United Way Administrative Services of the Twin Cities**

1. Merging Corporations. The names of the corporations proposing to merge are United Way of Minneapolis Area (the "Minneapolis United Way"), United Way of the Saint Paul Area, Inc. (the "Saint Paul United Way"), and United Way Administrative Services of the Twin Cities ("Administrative Services"), all of which are Minnesota nonprofit corporations. Minneapolis United Way and Saint Paul United Way shall merge with and into Administrative Services.

2. Surviving Corporation. The surviving corporation shall be Administrative Services, which shall be renamed "Greater Twin Cities United Way" as of the effective date of the merger. ✓

3. Terms and Conditions. The merger shall be subject to the following terms and conditions:

- a) This Plan of Merger may be terminated, and the merger abandoned, at any time prior to the filing of this Plan of Merger with the Minnesota Secretary of State, upon the affirmative vote of a majority of all the directors of the Board of Directors of the Minneapolis United Way or the Saint Paul United Way prior to such filing.
- b) The Boards of Directors of the Minneapolis United Way and the Saint Paul United Way may amend or supplement the terms and conditions of this Plan of Merger at any time prior to the filing of this Plan of Merger with the Minnesota Secretary of State.
- c) The directors of the surviving corporation shall be those persons designated in the Restated Articles of Incorporation attached hereto as Exhibit 1.
- d) The surviving corporation shall have no members. None of the merging corporations have voting members.
- e) Without in any way limiting the validity of any other actions taken by any of the merging corporations, any actions taken by the Board of Directors or Executive Committee of Administrative Services before the effective date of the merger with regard to the surviving corporation (including but not limited to actions electing officers, designating signatories, or approving or terminating contracts) shall be effective with respect to the surviving corporation in accordance with their terms.

4. Effective Date. This merger shall be effective as of 12:01 a.m., Central Time, on ✓  
May 1, 2001.

5. Articles of Incorporation. The Articles of Incorporation of the surviving corporation ✓  
shall be in the form of the Articles of Incorporation attached hereto as Exhibit 1.

6. Bylaws. The Bylaws of the surviving corporation as of the effective time of the merger shall be in the form of the Bylaws attached hereto as Exhibit 2.