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THE COMPLETE MERGER FILING IS UNDER
CORPORATE NUMBER 3681867

FILED *EW*
Secretary of State
State of California *OP*

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PLAN AND AGREEMENT OF MERGER

Adopted June 13, 2014

CHOPRA FOUNDATION, an Iowa non-profit corporation and CF MERGER CORPORATION, a California nonprofit public benefit corporation, enter into this Plan and Agreement of Merger ("Plan") and agree as follows:

ARTICLE 1. RECITALS OF CONSTITUENT CORPORATIONS

- § 1.1 **Disappearing Corporation.** CHOPRA FOUNDATION, an Iowa non-profit corporation is a corporation duly organized, validly existing, and in good standing under the laws of the State of Iowa.
- § 1.2 **Surviving Corporation.** CF MERGER CORPORATION, a California nonprofit public benefit corporation, is a corporation duly organized, validly existing, and in good standing under the laws of the State of California, and is to be the surviving corporation to the merger described in this Plan.

ARTICLE 2. MERGER

- § 2.1 CHOPRA FOUNDATION, an Iowa non-profit corporation shall be merged into CF MERGER CORPORATION, a California nonprofit public benefit corporation under the laws of the State of California and the laws of the State of Iowa.

ARTICLE 3. TERMS AND CONDITIONS OF PROPOSED MERGER

- § 3.1 The terms and conditions of the proposed merger are that on the effective date of the merger CHOPRA FOUNDATION, hereinafter "Disappearing Corporation," shall be merged with and into CF MERGER CORPORATION, hereinafter "Surviving Corporation."
- § 3.2 The Bylaws approved by the Board of Directors of Surviving Corporation on the date of this Plan shall become the Bylaws of the Surviving Corporation on the effective date of the merger.
- § 3.3 All persons who shall be directors and officers of Disappearing Corporation on the effective date of the merger shall be in the same respective offices of the Surviving Corporation and shall replace the directors and officers of Surviving Corporation in office immediately prior to the effective date of the merger.
- § 3.4 When the merger shall become effective, the separate existence of Disappearing Corporation shall cease and said corporation shall be merged with and, in accordance with the provisions of this Plan, into Surviving Corporation which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of the Disappearing Corporation, and all of the property, real and personal, causes of action and every other asset of the Disappearing Corporation, including, without limitation, the name, trademarks, and trade names of the Disappearing Corporation which shall vest in the Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of the Disappearing Corporation shall do all things necessary,