

## PLAN OF MERGER

This Plan of Merger is hereby adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2011 by THE ARC OF EAST CENTRAL IOWA and by ARC OF EAST CENTRAL IOWA ENDOWMENT TRUST FOUNDATION, each a public benefit, nonprofit corporation organized and existing under the laws of the State of Iowa, specifically the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (the "Act"). The corporations are hereinafter collectively referred to as the "Merging Corporations".

WHEREAS, the Members and Board of Directors of The Arc of East Central Iowa, and the Members and Board of Directors of Arc of East Central Iowa Endowment Trust Foundation deem it desirable that Arc of East Central Iowa Endowment Trust Foundation be merged into The Arc of East Central Iowa under the applicable provisions of the Act pursuant to the terms of a Plan of Merger adopted pursuant to Section 504.1101 of the Act;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Merging Corporations have agreed, and do hereby plan to merge, upon the following terms and conditions:

1. NAMES OF PARTIES TO THE MERGER. The names of the Corporations to be merged hereunder are (i) Arc of East Central Iowa Endowment Trust Foundation (the "Merged Corporation") and (ii) The Arc of East Central Iowa (the "Surviving Corporation").

2. NAME OF SURVIVING CORPORATION. The name of the Surviving Corporation following the merger shall be "The Arc of East Central Iowa".

3. TERMS AND CONDITIONS OF THE MERGER. The terms and conditions of the merger agreed upon by the Merged Corporations are the following:

- (a) The purpose of the Surviving Corporation is to engage in any lawful act or activity for which Corporations may be formed under the Act, and as the purpose is more specifically defined under the terms of the Amended and Restated Articles of Incorporation of the Surviving Corporation to be filed the Effective Date of the Merger.

- (b) The Amended and Restated Articles of Incorporation of the Surviving Corporation filed the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation.
- (c) The Bylaws of the Surviving Corporation, as Amended and Restated, shall be the Bylaws of the Surviving Corporation.
- (d) The separate existence of the Merged Corporation shall cease upon the filing of the Articles of Merger with the Secretary of State of Iowa.
- (e) The title to all real estate and other property owned by each of the Merged Corporations shall be vested in the Surviving Corporation without reversion or impairment, and without requiring further evidence of the transfer of title subject, nevertheless, to any and all liens, covenants and conditions to which the property was subject prior to the merger.
- (f) The Surviving Corporation shall assume all of the liabilities and obligations of each of the Merged Corporations.
- (g) A legal proceeding pending in any court or before any administrative body for or against either party to the merger may be continued as if the merger did not occur, and the Surviving Corporation may be substituted in the proceeding for the Merged Corporation, whose existence ceased, if necessary.

4. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

The Amendments to the Articles of Incorporation and the Bylaws of the Surviving Corporation shall be those included in the Amended and Restated Articles of Incorporation of the Surviving Corporation and the Amended and Restated Bylaws of the Surviving Corporation adopted to be effective the Effective Date of the Merger.

5. ARTICLES OF MERGER. The duly elected officers of the Merging Corporations shall cause Articles of Merger incorporating the terms of this Plan of Merger pursuant to Section 504.1104 of the Act to be duly executed by each of the Merging Corporations and filed with the Secretary of State of the State of Iowa

6. EFFECTIVE DATE OF THE MERGER. The Effective Date of the merger shall be the date of filing the Articles of Merger of the Merged Corporations with the Secretary of State of the State of Iowa.

IN WITNESS WHEREOF, each of the Merged Corporations has caused this Plan of Merger to be signed by the duly authorized representatives of each of the respective Merged Corporations to be effective the Effective Date of the Merger.

THE ARC OF EAST CENTRAL IOWA

ARC OF EAST CENTRAL IOWA  
ENDOWMENT TRUST FOUNDATION

BY: \_\_\_\_\_  
President

BY: \_\_\_\_\_  
President

BY: \_\_\_\_\_  
Secretary

BY: \_\_\_\_\_  
Secretary

**SURVIVING CORPORATION**

**MERGED CORPORATION**