

AGREEMENT AND PLAN OF MERGER

OF

SAINT ANDREW'S SOCIETY OF THE MIDDLE SOUTH, INC.
an Alabama Non-Profit Corporation

INTO

ST. ANDREW'S SOCIETY OF THE MIDDLE SOUTH
an Alabama Non-Profit Corporation

This Agreement and Plan of Merger (the "Agreement"), dated this 11th day of December, 2021 but effective as of the Effective Date (as herein defined) is by and between **Saint Andrew's Society of The Middle South, Inc.**, an Alabama non-profit corporation whose mailing address is P.O. Box 530033, Birmingham, Alabama 35253 and whose Alabama Entity ID Number is 066-364 ("Saint Andrews") and **St. Andrew's Society of the Middle South** whose mailing address is 3923 Shannon Lane, Birmingham, Alabama 352153 and whose Alabama Entity ID Number is 593-602 ("St. Andrews").

WITNESSETH:

WHEREAS, Saint Andrews is duly formed and existing under the laws of the State of Alabama, having been formed on April 20, 1988 in the Office of the Judge of Probate of Jefferson County, Alabama.

WHEREAS, St. Andrews is duly formed and existing under the laws of the State of Alabama, having been formed on November 18, 2019 in the Office of the Judge of Probate of Jefferson County, Alabama.

WHEREAS, following a recommendation from the Board of Managers, a majority of the Members of Saint Andrews in attendance at the annual membership meeting of that corporation deemed it desirable and have approved, upon the terms and subject to the conditions stated herein, that Saint Andrews shall be merged with and into St. Andrews, and that St. Andrews shall be the surviving entity (the "Merger").

WHEREAS, the Merger was also deemed desirable by and approved by all of the members and managers of St. Andrews.

NOW, THEREFORE, in consideration of the mutual covenants and agreement and provisions hereinafter contained, Saint Andrews and St. Andrews hereby make, adopt and approve this Agreement and prescribe the terms and conditions of the Merger and the mode of carrying the same into effect, as follows:

I. TERMS AND CONDITIONS

1.1 **Merger.** Saint Andrews shall be merged with and into St. Andrews on the Effective Date. St. Andrews shall be the surviving entity. The separate existence of Saint Andrews shall cease as soon as the Merger shall become effective, and thereupon St. Andrews shall be the surviving non-profit corporation (herein, the "Surviving Entity" whenever reference is made to it as of the Effective Date or thereafter).

1.2 **Effective Time of the Merger.** Subject to the terms and conditions of this Agreement and Plan of Merger, and upon satisfaction of all legal requirements, the Merger shall be effective upon the later of January 1, 2022 or upon the filing of the Certificate of Merger in the Office of the Secretary of State of the State of Alabama.

1.3 **Effect of the Merger.** The Merger shall have the effect provided in the Code of Alabama.

II. DOCUMENTS

2.1 **Certificate of Formation.** From and after the Effective Date, the Certificate of Formation of St. Andrews as in effect on the Effective Date shall continue to be the Certificate of Formation of the Surviving Entity.

2.2 **By-Laws.** From and after the Effective Date, the By-Laws of St. Andrews as in effect on the Effective Date shall continue to be the By-Laws of the Surviving Entity.

III. MEMBERSHIP, MANAGERS, OFFICERS

3.1 **Membership.** On the Effective Date, all members in Saint Andrews shall become members of the Surviving Entity.

3.2 **Managers.** On the Effective Date, all managers in Saint Andrews shall become managers of the Surviving Entity.

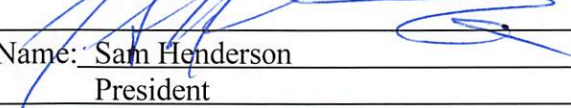
3.3 **Membership.** On the Effective Date, all officers in Saint Andrews shall become the officers of the Surviving Entity.

IV. MISCELLANEOUS

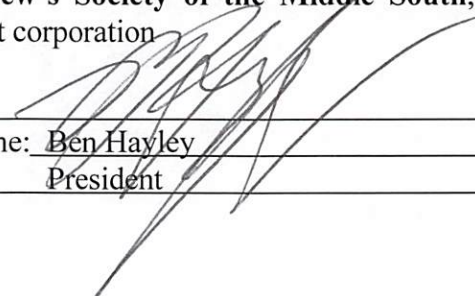
4.1 **Binding Effect; Governing Law.** This Agreement and Plan of Merger shall be binding upon and inure to the benefit of the successors and assigns of each party hereto, and shall be governed by and construed in accordance with the laws of the State of Alabama.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective members and managers, have caused this Agreement to be executed as of the day and year first above written.

Saint Andrew's Society of the Middle South, Inc., an Alabama non-profit corporation

By: 
Print Name: Sam Henderson
Title: President

St. Andrew's Society of the Middle South, an Alabama non-profit corporation

By: 
Print Name: Ben Hayley
Title: President