



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

LEIF ORTELL NEWMAN III
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

OCTOBER 31, 1986

NAMSCO CREDIT UNION INC.
P. O. BOX 1447
ASHLAND, KENTUCKY 41101

RE: NAMSCO CREDIT UNION, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment
2. () Restated Articles of Incorporation
3. (XX) Articles of Merger **NAMSCO CREDIT UNION, INC.**
(KENTUCKY CORPORATION) INTO HUNTINGTON C & O RAILROAD EMPLOYEES
FEDERAL CREDIT UNION (NOT QUAL.) WERE FILED IN KENTUCKY ON
OCTOBER 31, 1986.
4. () Other

If we may be of further assistance to you, please do not
hesitate to call us.

Sincerely yours,

Drexell R. Davis
Drexell R. Davis
Secretary of State

RECEIVED

OCT 31 1986

COMMONWEALTH OF KENTUCKY
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF THRIFT INSTITUTIONS

SECRETARY OF STATE
COMMONWEALTH OF KY

IN RE: The Merger of NAMSCO Credit Union, ^{and} into the
Huntington C & O Railroad Employees Federal Credit
Union

FINDINGS OF FACT

1. Notice of the special meeting called to consider the merger of the NAMSCO Credit Union into the Huntington C & O Railroad Federal Credit Union was mailed to each member of the NAMSCO Credit Union entitled to vote upon the question; and

2. This notice properly disclosed the purpose of the meeting and informed the members that approval of the merger would be sought; and

3. A majority of the votes cast upon the question at the special meeting were in favor of the merger; and

4. The plan of merger was agreed upon by the majority of the board of directors of each credit union.

5. The NCUA has consented to the proposed merger. 458093

CONCLUSIONS OF LAW

The NAMSCO Credit Union and the Huntington C & O Railroad Federal Credit Union have complied with the provisions of KRS 290.710.

ORDER

The application of the NAMSCO Credit Union to merge into the Huntington C & O Railroad Federal Credit Union is approved.

October 27, 1986
DATE

Thomas B. Miller by J. G. ...
Commissioner
Department of Financial Institutions

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

OCT 31 1986

1000 SLA
Dwight P. Davis

SECRETARY OF STATE

1985
10/11/85

MERGER AGREEMENT

This agreement, made and entered into this _____ day of _____, 19____
by and between Huntington Fed. Cr. Union, Inc. Credit Union, hereinafter called the
"Continuing Credit Union" and _____ Credit Union,
NAMSCO
hereinafter called the "Merging Credit Union"

WITNESSETH

That in consideration of the mutual agreements, promises, covenants, and acts herein described and contained, the Continuing Credit Union and the Merging Credit Union hereby agree, promise, and covenant to and with each other as follows:

1. That the Merging Credit Union does hereby sell, assign, transfer, set over, and convey unto the Continuing Credit Union all of its assets, rights, and property, and chooses in action of every character, kind, and description, and the Merging Credit Union will do all acts and will execute and deliver unto the Continuing Credit Union any and all additional agreements, documents, deeds, assignments, and other instruments of conveyance which may be necessary to transfer to the Continuing Credit Union the individual assets, rights, and property, and chooses in action hereby sold by the Merging Credit Union to the Continuing Credit Union;

2. The Continuing Credit Union does hereby assume and agree to pay all the liabilities of the Merging Credit Union and the Continuing Credit Union agrees that, by virtue of this agreement, all of the members of the Merging Credit Union as of this date have become members of the Continuing Credit Union and that they are entitled to, and the Continuing Credit Union will issue to them, the same amount in shares in the Continuing Credit Union which they own in the Merging Credit Union as of the effective date hereof subject to the following adjustments in such shares (if any):

IN WITNESS WHEREOF, the Continuing Credit Union and the Merging Credit Union have caused these presents to be executed by their respective officers thereunto duly authorized the day and year first above written which date is the effective date of the merger provided for herein.

NAMSCO Credit Union
by: Richard D. Terry President Charles R. Jellison ~~Secretary~~ Treasurer
Huntington Fed. Cr. Union, Inc. Credit Union
by: A.C. McCall President Walter V. ... Treasurer