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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF MERGER
OF
SISTERS OF NOTRE DAME INTERNATIONAL, INC.

The following Articles of Merger are submitted in accordance with Section 273.287 of the Kentucky Revised Statutes.

First: The surviving corporation is Sisters of Notre Dame International, Inc., an Ohio nonprofit corporation (the "**Surviving Corporation**").

Second: The merging corporation is Sisters of Notre Dame International, Inc., a Kentucky nonprofit corporation (the "**Merging Corporation**").

Third: The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, was approved by the Board of Directors of the Merging Corporation by a consent in writing on July 11, 2024, pursuant to Sections 273.283 and 273.375 of the Kentucky Revised Statutes. The plan received the vote of a majority of the directors in office.

Fourth: The Agreement and Plan of Merger was approved by the Board of Directors of the Surviving Corporation by a consent in writing on July 11, 2024, pursuant to the laws of the State of Ohio.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger effective July 11, 2024.

Sisters of Notre Dame International, Inc.

By: *Sr. Mary Ann Culpert, SND*
Sr. Mary Ann Culpert, SND, President

EXHIBIT A

Agreement and Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger entered into as of the 11th day of July, 2024, by and between Sisters of Notre Dame International, Inc., an Ohio nonprofit corporation (the “**Surviving Corporation**”) and Sisters of Notre Dame International, Inc., a Kentucky nonprofit corporation (the “**Merging Corporation**”, and together with the Surviving Corporation sometimes referred to as the “**Constituent Corporations**”).

WHEREAS, on September 25, 2012, the Merging Corporation was formed in the Commonwealth of Kentucky as a Kentucky nonprofit corporation to serve as its civil presence in the United States (“U.S.”). With the consolidation of the U.S. provinces into one based in Chardon, Ohio, the Merging Corporation desires to re-domesticate to Ohio. As the Kentucky nonprofit statutes will not allow for the re-domestication of a nonprofit corporation, the Merging Corporation formed the Surviving Corporation in Ohio and desires to merge with and into the Surviving Corporation whereby the identity and purpose of the Merging Corporation will continue; and

WHEREAS, the Board of Directors of the Surviving Corporation approved the Merger (as defined below) and this Agreement and Plan of Merger on July 11, 2024, and the Board of Directors of the Merging Corporation similarly approved the Merger and this Agreement and Plan of Merger on July 11, 2024.

NOW THEREFORE, in consideration of the terms and conditions set forth in this Agreement and Plan of Merger and in accordance with the laws of the Commonwealth of Kentucky and the State of Ohio, the Constituent Corporations have agreed and do hereby agree as follows:

1. The Constituent Corporations have agreed that the Merging Corporation shall be merged with and into the Surviving Corporation (the “**Merger**”). The separate existence of the Merging Entity shall cease at such time as the Merger becomes effective as a result of the filing the Articles of Merger with the Kentucky Secretary of State, and the Certificate of Merger with the Ohio Secretary of State (together, the “**Merger Certificates**”).
2. The name of the Surviving Corporation shall be Sisters of Notre Dame International, Inc.
3. The place in the state of Ohio where the principal office of the Surviving Corporation is located is 13000 Auburn Road, Chardon, Ohio 44024.
4. The Articles of Incorporation of the Surviving Corporation currently in effect shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until amended and changed.

5. The Code of Regulations of the Surviving Corporation currently in effect shall continue in full force and effect as the Code of Regulations of the Surviving Corporation until amended and changed.
6. The following individuals shall serve as the Directors of the Surviving Corporation until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Sr. Mary Ann Culpert, SND	13000 Auburn Road, Chardon, Ohio 44024
Sr. Marina Veedu, SND	13000 Auburn Road, Chardon, Ohio 44024
Sr. Margaret Mary Gorman, SND	13000 Auburn Road, Chardon, Ohio 44024
Sr. Patricia Garrahan, SND	13000 Auburn Road, Chardon, Ohio 44024
Sr. Mary Patricia Teckman, SND	13000 Auburn Road, Chardon, Ohio 44024

7. The following individuals shall serve as the Officers of the Surviving Corporation until their successors are elected and qualified:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Sr. Mary Ann Culpert, SND	President	13000 Auburn Road, Chardon, Ohio 44024
Sr. Marina Veedu, SND	Vice President	13000 Auburn Road, Chardon, Ohio 44024
Sr. Mary Patricia Teckman	Secretary	13000 Auburn Road, Chardon, Ohio 44024

8. The name and address of the statutory agent upon whom any process, notice or demand against either Constituent Corporation or the Surviving Corporation may be served shall continue to be that of the current statutory agent of the Surviving Corporation.
9. The assets, liabilities, debts and obligations of the Merging Entity shall become the assets, liabilities, debts and obligations of the Surviving Entity. The Surviving Entity shall carry out the same intent and purposes as the Merging Entity carried out.
10. The effective date of this Agreement and Plan of Merger shall be as of the date set forth above. The date upon which the Merger shall become effective shall be the latter of the

filing dates that the Merger Certificates are filed with the Secretary of States of Kentucky and Ohio, respectively (the “**Effective Time**”).

11. The Merger is intended to qualify as a corporate restructuring according to the provisions of Internal Revenue Code Rev. Proc. 2018-15, and the Surviving Corporation shall be deemed to be a continuation of the Merging Entity retaining the Merging Entity’s federal tax identification number, exemption status under section 501(a) as an organization described in section 501(c) of the Internal Revenue Code, as amended, accounting methods, and elections currently in place by the Merging Entity.
12. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered (by telecopy, electronic delivery or otherwise) to the other parties. Signatures to this Agreement and Plan of Merger transmitted by facsimile transmission, by electronic mail in “portable document format” (“.pdf”) form, or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing the original signature.

[Signature page to follow]

IN WITNESS WHEREOF, the authorized officers of each of the Merging Corporation and the Surviving Corporation have caused this Agreement and Plan of Merger to be duly executed and delivered as of the day and year first above written.

SURVIVING CORPORATION:

SISTERS OF NOTRE DAME
INTERNATIONAL, INC., an Ohio
corporation

By: *Sr. Mary Ann Culpert, SND*
Sr. Mary Ann Culpert, SND, President

MERGING CORPORATION:

SISTERS OF NOTRE DAME
INTERNATIONAL, INC., a Kentucky
corporation

By: *Sr. Mary Ann Culpert, SND*
Sr. Mary Ann Culpert, SND, President

[Signature page to Agreement and Plan of Merger]