

FILED

ARTICLES OF MERGER
OF
AMERICAN DIABETES ASSOCIATION IDAHO AFFILIATE, INC.
an Idaho nonprofit corporation
INTO
AMERICAN DIABETES ASSOCIATION,
an Ohio nonprofit corporation

APR 13 11 13 AM '98

Pursuant to the provisions of Section 30-3-102 of the Idaho Nonprofit Corporation Act, the undersigned corporations, American Diabetes Association, a nonprofit corporation of the State of Ohio, hereinafter referred to as the "Surviving Corporation," and American Diabetes Association Idaho Affiliate, Inc., a nonprofit corporation of the State of Idaho, hereinafter referred to as the "Merging Corporation," hereby adopt the following Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

FIRST: Attached hereto as Exhibit A is a copy of the Agreement of Merger dated _____, 1998.

SECOND: The name of the Surviving Corporation is American Diabetes Association, an Ohio nonprofit corporation and the name of the Merging Corporation is American Diabetes Association Idaho Affiliate, Inc., an Idaho nonprofit corporation.

THIRD: With respect to the Surviving Corporation, the Agreement of Merger was duly adopted by the Central Council (the only members entitled to vote thereon) at a meeting held on June 27, 1997, at which a quorum was present, in accordance with the laws of the State of Ohio.

FOURTH: With respect to the Merging Corporation, all members are entitled to vote on the Agreement of Merger as one class. There were fifteen (15) members outstanding and entitled to vote on the Agreement and nine (9) members indisputably voted on the Agreement of Merger. There were nine (9) undisputed votes of the members cast in favor of such Agreement of Merger which was a sufficient number of votes cast by members of the Merging Corporation to approve the Agreement of Merger.

FIFTH: The Surviving Corporation hereby agrees that it may be served with process in Idaho in any proceeding for the enforcement of any obligation of the Merging Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding and the address to which such process is to be mailed is: American Diabetes Association, National Center, 1660 Duke Street, Alexandria, Virginia 22314.

These Articles of Merger may be executed in one or more counterparts.

Each of the undersigned corporations have caused these Articles of Merger to be signed by its duly authorized officers on the date(s) stated below.

IDAHO SECRETARY OF STATE

04/14/1998 09:00
CK: 72762 JT: 20168 BM: 10065J

1 # 30.00 = 30.00 MERGED
1 # 20.00 = 20.00 EXPEDITE C

C43430

The undersigned certify that the statements contained in this document are true and correct.

Date: 2/26, 1998

AMERICAN DIABETES ASSOCIATION

Mayer B Davidson
Signature of Officer

President
Title of Officer

Mayer B Davidson
Name

The undersigned certify that the statements contained in this document are true and correct.

Date: _____, 1998

AMERICAN DIABETES ASSOCIATION,
IDAHO AFFILIATE, INC.


Signature of Officer

Chair of the Board
Title of Officer

AGREEMENT OF MERGER

This Agreement of Merger is made by and between AMERICAN DIABETES ASSOCIATION, an Ohio nonprofit corporation ("ADA"), and certain affiliate organizations of ADA ("Affiliates") as provided in this Agreement.

WHEREAS, all of the parties to this Agreement of Merger were organized and are operated as nonprofit corporations to prevent and cure diabetes and to improve the lives of all people affected by diabetes, and are tax exempt under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Boards of Directors of the Affiliates will review the Final Report of the ADA Future Directions Steering Committee and, based on that report recommending merger of all Affiliates into ADA, those that consider it advisable and in the best interests of their respective Affiliates will vote to approve this Agreement of Merger, or a plan or agreement substantially similar in effect to this Agreement, and take such other steps as are necessary for the respective Affiliates to merge into ADA and to combine their programs, activities, functions, administrations, affairs, and assets;

NOW, THEREFORE, based on mutual consideration, the receipt and adequacy of which are acknowledged, the parties agree as follows:

1. The names of the corporations that may merge under this Agreement are the American Diabetes Association and the Affiliates listed on Exhibit A. Those Affiliates becoming parties to this Agreement shall be referred to each as a "Merging Corporation" and, collectively, as the "Merging Corporations." The name of the corporation into which the Merging Corporations shall be merged is the American Diabetes Association (the "Surviving Corporation"). It is acknowledged that the votes to approve the merger by the Affiliates may take place from time to time and over a period of time, and that the mergers contemplated by this Agreement may proceed with or without the participation of some of the Affiliates and may be accomplished by separate filings with the applicable state authorities.

2. In accordance with the Ohio Nonprofit Corporation Law and the nonprofit corporate laws of each of the Merging Corporations, upon the Effective Date of the merger, as defined in Paragraph 3:

2.1 The Merging Corporations shall be merged into the Surviving Corporation, which shall be the surviving corporation in accordance with the applicable laws of the State of Ohio;

2.2 The purposes of the Surviving Corporation shall continue to be to prevent and cure diabetes and to improve the lives of all people affected by diabetes. The Surviving Corporation shall conduct its activities in accordance with the requirements for federal income tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

2.3 The Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities of a corporation incorporated under the Ohio Nonprofit Corporation Law;

2.4 The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public and private nature of the Merging Corporations. All

property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further action or deed;

2.5 The Surviving Corporation shall from that time forward be responsible and liable for all the liabilities and obligations of the Merging Corporations. Any claim existing or action or proceeding pending by or against any Merging Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of such Merging Corporation. Neither the rights of creditors nor any liens upon the property of any Merging Corporation shall be impaired by reason of the merger;

2.6 The Articles of Incorporation of the Surviving Corporation shall not be amended as a result of the merger;

2.7 The Bylaws of the Surviving Corporation shall be the Bylaws of the Surviving Corporation, and the Board of Directors of the Surviving Corporation shall be authorized to amend the Bylaws in order to effectuate the purposes of this Agreement;

2.8 Prior to the merger, the Merging Corporations had the membership classes set forth in their respective Bylaws. Immediately after the merger, all memberships in the Surviving Corporation shall be in accordance with the Bylaws of the Surviving Corporation, and the Central Council or its successor shall be the general voting body of the Surviving Corporation.

2.9 (i) The Board of Directors of the Surviving Corporation ("Board") shall manage the affairs of the Surviving Corporation consistent with the Bylaws and applicable law. In addition to other responsibilities provided by law, by the Articles of Incorporation, or the Bylaws of the Surviving Corporation, the Board shall be responsible for the establishment of the policies of the Surviving Corporation, for approval of annual budgets, and for all other steps deemed necessary or appropriate to effect the merger contemplated by this Agreement.

(ii) The initial Board shall consist of those persons serving as directors of the Surviving Corporation, whose names and addresses and terms of office are stated on Exhibit B to this Agreement, including those who may be nominated to serve on the Board, in accordance with the Bylaws of the Surviving Corporation.

(iii) The initial officers are those persons serving as officers of the Surviving Corporation, whose names and addresses are stated on Exhibit B to this Agreement. The responsibilities of, and terms for, each such officer will be as set forth in the Bylaws.

(iv) The Surviving Corporation shall have an Executive Committee and such other committees as the Board may, in its discretion, deem necessary or appropriate in accordance with the Bylaws.

2.10 All individuals who are employees of any Merging Corporation or the Surviving Corporation immediately prior to the Effective Date shall become employees of the Surviving Corporation, subject to the same terms and conditions of employment and

eligible for the same employee benefit plans and programs applicable to such individuals immediately prior to the Effective Date until such plans and programs are changed by the Surviving Corporation. As soon as practicable following the Effective Date, the Surviving Corporation shall specify the employment practices and employee benefit plans and programs to be applicable to all employees of the Surviving Corporation and the date or dates as of which such plans or programs shall be effective with respect to employees of the Surviving Corporation. Any individual who first becomes an employee of the Surviving Corporation after the Effective Date shall be subject to such employment practices and eligible for such employee benefit plans and programs as the Surviving Corporation may determine.

2.11. The name and address of the statutory agent of the Surviving Corporation, which address shall also be considered the principal office of the Surviving Corporation in Ohio, shall continue to be CT Corporation System, Carew Tower, 441 Vine Street, Cincinnati, Ohio, Hamilton County Ohio 45202.

2.12. The first annual meeting of the Surviving Corporation shall be held no later than July 1, 1998; thereafter, annual meetings shall be held as required by the Bylaws of the Surviving Corporation or as determined by its Board.

3. For all purposes, the merger contemplated by this Agreement shall become effective for each Merging Corporation on the date on which the Articles of Merger are filed with the applicable Secretaries of State (the "Effective Date").

4. The Surviving Corporation may be served with process in any state in which a Merging Corporation was incorporated in any action or special proceeding for enforcement of any liability or obligation of a Merging Corporation.

5. The officers of the Merging Corporations who sign this Agreement or a plan or agreement substantially similar in effect to this Agreement certify that such Agreement of Merger was adopted by their respective Boards of Directors and/or members at duly authorized meetings at which quorum(s) were present in accordance with applicable law.

6. Any party may terminate this Agreement as to such party for any reason by giving written notice to the other parties.

7. This Agreement may be signed in counterparts.

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger
or its respective counterparts.

AMERICAN DIABETES ASSOCIATION,
an Ohio nonprofit corporation

By:  _____

Its:  _____

AMERICAN DIABETES ASSOCIATION,
IDAHO AFFILIATE, INC., an Idaho
nonprofit corporation

By: Dr. Steen

Its: Chair of the Board

EXHIBIT A

1. American Diabetes Association
2. American Diabetes Association Idaho Affiliate, Inc.

EXHIBIT B

OFFICERS AND DIRECTORS OF THE AMERICAN DIABETES ASSOCIATION

Organizational Year 1997- 998

5/25/97

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- ** Board Member by virtue of position

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Organizational Year 1997-1998

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Organizational Year 1997-1998

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Organizational Year 1997- 998

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Organizational Year 1997-1998

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Organizational Year 1997-1998

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