

2003 AUG 21 PM 2:47

STATE OF IDAHO

2003 AUG 13 PM 2:24

ARTICLES OF MERGER
OF
WOODVILLE CORPORATION OF
THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS
AND
CORPORATION OF THE PRESIDING BISHOP OF
THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS

Pursuant to Sections 30-3-102 and 30-3-104 of the Idaho Statutes, and Sections 16-7-13 and 16-6a-1103 of the Utah Code Annotated, *Woodville Corporation of the Church of Jesus Christ of Latter-day Saints*, an Idaho nonprofit corporation originally organized as an Idaho corporation sole (the "Disappearing Corporation"), and *Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints*, a Utah corporation sole (the "Surviving Corporation"), hereby adopt these Articles of Merger:

ARTICLE I
Agreement and Plan of Merger

A copy of the Agreement and Plan of Merger (the "Plan of Merger") governing the merger between the Disappearing Corporation and the Surviving Corporation is attached hereto as Exhibit "A," and is incorporated herein by this reference. Pursuant to the Plan of Merger, the Disappearing Corporation shall be, and is hereby, merged with and into the Surviving Corporation, a Utah corporation sole that qualifies for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The Merger shall be effective (the "Effective Date of the Merger") as of the filing of these Articles of Merger with the Idaho Secretary of State and the Utah Division of Corporations and Commercial Code. Pursuant to the Plan of Merger, Section 30-3-103 of the Idaho Statutes, and Section 16-6a-1104 of the Utah Code Annotated, the separate legal existence of the Disappearing Corporation shall cease and terminate upon the Effective Date of the Merger.

ARTICLE II
Title to Property

Pursuant to the Plan of Merger, Section 30-3-103 of the Idaho Statutes, and Section 16-6a-1104 of the Utah Code Annotated, upon the Effective Date of the Merger, the title to all real estate and other property owned by the Disappearing Corporation shall be vested automatically, by operation of law, without the need for specific conveyances or transfers, in the Surviving Corporation, without reversion or impairment, subject to any and all conditions to which the property was subject prior to the Effective Date of the Merger.

ARTICLE III
Agent for Service

The Surviving Corporation agrees that it may be served with process in the State of Idaho in any action, suit or proceeding for the enforcement of any obligation of any entity that was organized under the laws of the State of Idaho and that is a party to the merger and for the enforcement of any obligation of the Surviving Corporation arising from the merger. The Surviving Corporation irrevocably appoints the Idaho Secretary of State as its agent to accept service of process in any suit or action described in the preceding sentence.

IDAHO SECRETARY OF STATE
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ARTICLE IV
Authority for Adoption of Plan

There are no members, trustees or directors of either the Disappearing Corporation (other than the incumbent executing these Articles of Merger on behalf thereof) or the Surviving Corporation. The signatures of the incumbent of the Disappearing Corporation and the incumbent of the Surviving Corporation constitute, respectively, the legally binding act of each corporation, without any further meeting or vote. The incumbents have, on this day, executed the Agreement and Plan of Merger and these Articles of Merger as the binding acts of each of the corporations.

IN WITNESS WHEREOF, these Articles of Merger are executed on behalf of the corporations in duplicate originals this 29 day of June, 2003.

Disappearing Corporation:

**WOODVILLE CORPORATION OF THE
CHURCH OF JESUS CHRIST OF LATTER-DAY
SAINTS**, an Idaho nonprofit corporation originally
organized as an Idaho corporation sole

By C. Brent Shumway
Bishop Charles B. Shumway
Incumbent

Surviving Corporation:

**CORPORATION OF THE PRESIDING BISHOP
OF THE CHURCH OF JESUS CHRIST OF
LATTER-DAY SAINTS**, a Utah corporation sole

By H. David Burton
H. David Burton
Incumbent

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

**WOODVILLE CORPORATION OF
THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS**

AND

**CORPORATION OF THE PRESIDING BISHOP OF
THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is adopted by and between *Woodville Corporation of the Church of Jesus Christ of Latter-day Saints*, an Idaho nonprofit corporation originally organized as an Idaho corporation sole (the "Disappearing Corporation"), and *Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints*, a Utah corporation sole (the "Surviving Corporation") that qualifies for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

WHEREAS, the Disappearing Corporation and the Surviving Corporation desire to merge, with the Surviving Corporation being the surviving corporation, as contemplated and authorized by Section 30-3-104 of the Idaho Statutes and Section 16-7-13 of the Utah Code Annotated;

NOW, THEREFORE, the parties hereby adopt this Agreement and Plan of Merger pursuant to Section 30-3-100 of the Idaho Statutes and Section 16-7-13 of the Utah Code Annotated:

1. **Merger.** On the Effective Date of the Merger, as hereinafter defined, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation, a Utah corporation sole, will be the sole surviving corporation in the Merger, and its corporate identity, existence, property, franchises and rights shall continue unaffected and unimpaired by the Merger. On the Effective Date of the Merger, the corporate identity, property, purposes, powers, franchises, rights and obligations of the Disappearing Corporation shall be transferred to, vest in, and be merged with the Surviving Corporation, without further act or deed. The Disappearing Corporation hereby appoints and designates those individuals to whom the Surviving Corporation has issued certificates of authority, filed with the Utah Division of Corporations and Commercial Code under Section 16-7-8 of the Utah Code Annotated, to execute, acknowledge and deliver, jointly or severally, on behalf of the Disappearing Corporation any assignments, deeds, statements, verifications or similar instruments deemed necessary or appropriate to effectuate or evidence the transfer or vesting of any property, right, privilege or franchise of the Disappearing Corporation. Except as otherwise specifically provided by law, the separate existence of the Disappearing Corporation shall cease on the Effective Date of the Merger.

2. **Effective Date of Merger.** The effective date of the Merger (the "Effective Date of the Merger") shall be upon filing the Articles of Merger with the Idaho Secretary of State and the Utah Division of Corporations and Commercial Code.

3. **Approval of Merger.** There are no members, trustees or directors of the Disappearing Corporation (other than the incumbent executing this Agreement and Plan of Merger on behalf thereof) or the Surviving Corporation; the signatures to this Agreement and Plan of Merger of the incumbent of the Disappearing Corporation and the incumbent of the Surviving Corporation constitute the legally binding act

of each corporation, without any further meeting or vote. The attached Articles of Merger shall be executed and filed with the Idaho Secretary of State and the Utah Division of Corporations and Commercial Code.

4. **Effect of Merger.** After the Effective Date of the Merger, all of the property, whether real or personal, tangible or intangible, of the Disappearing Corporation shall belong to and be vested in Surviving Corporation by operation of law, without the need for specific conveyances or transfers. The Articles of Merger shall serve as articles of dissolution and termination for the Disappearing Corporation. The Articles of Incorporation of Surviving Corporation shall continue in full force and effect unless or until amended and changed in the manner prescribed by Utah law. The incumbent and authorized agents of Surviving Corporation shall remain in office, without any change to their powers and authorities, immediately following the Effective Date of the Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the Disappearing Corporation and the Surviving Corporation effective as of the Effective Date of the Merger.

Disappearing Corporation:

**WOODVILLE CORPORATION OF THE
CHURCH OF JESUS CHRIST OF LATTER-DAY
SAINTS**, an Idaho nonprofit corporation originally
organized as an Idaho corporation sole

By C Brent Shumway
Bishop Charles B. Shumway
Incumbent

Surviving Corporation:

**CORPORATION OF THE PRESIDING BISHOP
OF THE CHURCH OF JESUS CHRIST OF
LATTER-DAY SAINTS**, a Utah corporation sole

By H David Burton
H. David Burton
Incumbent