



Phone: (503) 948-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

- BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

Articles of Merger

For office use only

FILED

OCT 13 1997

OREGON
SECRETARY OF STATE

Registry Number: 076736-19

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

- A. Community Action Organization 076736-19
- B. Family Care of West Tuality, Inc. 081985-17

2) NAME OF THE SURVIVING CORPORATION Community Action Organization

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW

Corporation A

Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.

Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation: nonmembership

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
0				

Corporation B

Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.

Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation B is a nonprofit corporation: nonmembership

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
0				

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____, 19____.

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Margaret Eickmann

Signature

Margaret Eickmann

Title

President

11) CONTACT NAME

Cynthia Cumfer, Attorney

DAYTIME PHONE NUMBER

(503) 234-4282

CR117 (Rev. 5/96)

10099700213

10.00

FEES

Make check for \$10 payable to "Corporation Drive-on"

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

10/13

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**PLAN AND AGREEMENT OF MERGER
BETWEEN
FAMILY CARE OF WEST TUALITY, INC. AND
COMMUNITY ACTION ORGANIZATION**

RECITALS

1. Family Care of West Tuality, Inc. (hereinafter, "Family Care") and Community Action Organization (hereinafter, "CAO" or "the surviving corporation"), the parties to this Plan and Agreement of Merger, are both Public Benefit Corporations, duly incorporated as Oregon nonprofit corporations.
2. Family Care and CAO have agreed to merge, with CAO as the surviving corporation.
3. The parties have agreed upon certain terms and conditions of this merger, set forth in the Plan and Agreement of Merger below.

PLAN AND AGREEMENT OF MERGER

In consideration of the mutual promises contained herein, and with the intention of being legally bound, the Boards of Directors of the undersigned corporations hereby adopt the following Plan and Agreement of Merger:

SECTION 1: MERGER

The parties agree to the merger of Family Care and CAO, with CAO to be the surviving corporation.

SECTION 2: EFFECTIVE DATE

This merger shall be effective on October 1, 1997. In the event that the Articles of Merger are not filed with the State of Oregon by that date, this merger shall be effective as soon thereafter as the Articles of Merger are filed with the State of Oregon.

SECTION 3: NAME

The name of the surviving corporation shall be COMMUNITY ACTION ORGANIZATION.

SECTION 4: ORGANIZATIONAL ARRANGEMENTS

- 4.1 **Board of Directors.** The Board of Directors of the surviving corporation shall offer its current open slot designated for individuals who constitute part of the corporation's client population or organizations serving such client population to Deena Barrett.
- 4.2 **Committees.** Through June 30, 1998, the surviving corporation shall offer any vacant non-Board positions on Board or corporation committees to any member of the Board of Directors of Family Care who is qualified for and who consents to fill such position.

SECTION 6: PROGRAM

During the period prior to July 1, 1998, CAO will not terminate, and will not curtail or restructure in any material respect (except as may be required by law), the ABC Soup, Kids Domain or Metro CC R & R programs which have been operated by Family Care. During that period, CAO shall operate those programs under the name "Family Care of West Tuality, a program of Community Action Organization."

SECTION 6: GIFTS AND DONATIONS

Through June 30, 1998, all gifts and contributions directed to "Family Care of West Tuality" and all gifts and contributions that otherwise include a restriction for use by or in connection with Family Care of West Tuality are to be treated as restricted gifts, to be used for purposes of this program.

SECTION 7: EMPLOYEES

- 7.1 **Retention of Employees.** CAO shall hire all employees of Family Care. Except as specifically provided in this Agreement, all such employees shall be subject to the personnel policies of CAO, as they may be amended from time to time; provided, however, that CAO will not terminate or lay off any former Family Care employee for budgetary reasons during the period prior to July 1, 1998 so long as the funds restricted for the former Family Care programs in accordance with Sections 6 and 8.3 of this Agreement are adequate to cover all expenses of such programs; and provided further, that no former Family Care employee will be terminated or laid off by CAO in the period prior to July 1, 1998 as a consequence of any reorganization or restructuring of the programs formerly operated by Family Care. CAO shall have the right, in its discretion to terminate or lay off any employee in accordance with CAO's personnel policies. Former Family Care employees to which this section applies are named in Exhibit A.
- 7.2 **Salary Review.** During the fiscal year 1997-98, CAO shall conduct a salary study of the compensation of those employees who were Family Care employees (hereinafter, "the salary study"), which may result in an adjustment to wages for those employees.
- 7.3 **Rate of Pay.** During the fiscal year 1997-98, CAO agrees to reimburse Family Care employees at the rate of pay set forth in Exhibit A, attached and incorporated herein by this reference. Those employees who will receive a one-time bonus for the fiscal year 1997-98 are noted on the employee list in Exhibit A. The parties agree that salaries after June 30, 1998 for FCWT employees shall be determined by the surviving corporation.
- 7.4 **Benefits.** All Family Care benefits will cease except Family Care employees will carry all unused, accrued vacation time to CAO. Family Care employees will receive benefits as CAO employees in accordance with the schedules set out in Exhibits B, C, D, and E, attached and incorporated herein by this reference.
- 7.5 **Seniority.** Family Care employees will maintain their seniority for purposes of determining future vacation benefits under CAO's vacation policies. For all other purposes, including eligibility for benefits, Family Care employees will be treated as new employees by CAO.

076730

BY FAMILY CARE OF WEST TUALITY, INC.

BY COMMUNITY ACTION ORGANIZATION

DATE ADOPTED: July 15, 1997

DATE ADOPTED: September 11, 1997

DATE SIGNED: Aug 25, 1997

DATE SIGNED: September 11, 1997

PRESIDENT OF THE BOARD OF DIRECTORS OF FAMILY CARE OF WEST TUALITY, INC.

PRESIDENT OF THE BOARD OF DIRECTORS OF COMMUNITY ACTION ORGANIZATION

Barbara Strain
Barbara Strain

Margaret Eickmann
Margaret Eickmann

JN/Admin/Agreement/FCWCA095

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076736-19

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St NE
Salem, Oregon 97310-1327

FILED

MAR 19 1998

OREGON
SECRETARY OF STATE

JERRALYNN C NESS
1001 SW BASELINE
HILLSBORO OR 97123

FEBRUARY 17, 1998

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT (831.115)
REGISTRY #: 076736-19
RE: COMMUNITY ACTION ORGANIZATION

Please complete and return this letter and any enclosed documents so that we can file the requested reinstatement.

Please submit \$20.00 to cover your total filing fees of \$30.00 .

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 12/4/97 .

The reason(s) for administrative dissolution has been eliminated or did not exist.

X By: Jerralynn Ness Date: March 18, 1998
(Authorized Signature)

PLEASE RETURN THIS LETTER AND ALL DOCUMENTS WITH YOUR RESPONSE AS SOON AS POSSIBLE. IF WE DO NOT HEAR FROM YOU IN 45 DAYS, YOUR ACTION WILL NOT BE COMPLETED.

Document Review/Data Entry
Corporation Division

(503) 986-2200

ENC: Duplicate Annual Report
Fee Schedule

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