

ARTICLES OF MERGER

Merging
TENNEY-LAPHAM NEIGHBORHOOD ASSOCIATION, INC.
(a Wisconsin nonprofit corporation)
With and Into
TENNEY-LAPHAM CORPORATION, INC.
(a Wisconsin nonprofit corporation)

In accordance with Section 181.1105 of the Wisconsin Statutes, the undersigned corporation hereby submits for filing these Articles of Merger.

ARTICLE I

The name and state of incorporation of each corporation that is a party to the merger are (a) Tenney-Lapham Neighborhood Association, Inc., a nonprofit corporation incorporated under the laws of the State of Wisconsin (the "**Association**"), and (b) Tenney-Lapham Corporation, Inc., a nonprofit corporation incorporated under the laws of the State of Wisconsin (the "**Corporation**").

ARTICLE II

The Association will merge with and into the Corporation (following the merger, the "**Surviving Corporation**"). Immediately following the merger of the Association with into the Corporation, the Surviving Corporation will change its name to Tenney-Lapham Neighborhood Association, Inc. The Articles of Incorporation and Bylaws of the Association immediately prior to the merger will be the Articles of Incorporation and Bylaws of the Surviving Corporation beginning as of the Effective Date. The elected officials and regular and associate members of the Association immediately prior to the merger shall be the elected officials and regular and associate members of the Surviving Corporation, and the Board of Directors of the Corporation immediately prior to the merger shall resign, as of the Effective Date.

ARTICLE III

The Association does not have a fee simple ownership interest in Wisconsin real estate.

ARTICLE IV

The plan of merger attached hereto as Exhibit A with respect to the merger of the Association with and into the Corporation (the "**Plan of Merger**") has been approved and adopted by the Association and the Corporation as required under Section 181.1103 of the Wisconsin Statutes.

(a) The Board of Directors of the Corporation has validly adopted the Plan of Merger by unanimous written consent action pursuant to the Corporation's Articles of Incorporation and Bylaws.



(b) The Association has validly adopted the Plan of Merger by resolutions of the Neighborhood Council of the Association and the Regular Members of the Association, pursuant to the Association's Articles of Incorporation and Bylaws and Section 181.1103(2) of the Wisconsin Statutes. The Regular Members of the Association consist of [34] Regular Memberships outstanding and a corresponding number of votes entitled to be cast in respect of the Plan of Merger. The number of votes cast by the Regular Members of the Association in favor of the Plan of Merger are [38], and the number of votes cast by the Regular Members of the Association against the Merger are [0]. The number of votes cast by the Regular Members of the Association in favor of the Merger are sufficient for the approval of the Merger by the Members of the Association.

ARTICLE V

These Articles of Merger shall be effective, and the merger of the Association ~~with and~~ into the Corporation shall take effect, as of 12:00 p.m., Central Time, on _____ (the "Effective Date").

[signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed and delivered these Articles of Merger on behalf of the Corporation and the Association as of December 17, 2018.

**TENNEY-LAPHAM NEIGHBORHOOD
ASSOCIATION, INC. (f/k/a Tenney-Lapham
Corporation, Inc.)**

By: 

Patty Prime, President

This instrument was drafted by and after filing should be returned to Attorney Christopher R. Anderle, Foley & Lardner LLP, 150 E. Gilman St., Suite 5000, Madison, WI 53715.