

**SOUTHERN NEWSPAPER PUBLISHERS ASSOCIATION, INC.**  
**AND**  
**INLAND PRESS ASSOCIATION**  
**AND**  
**NEWCO**

**PLAN OF MERGER**

1. The **SOUTHERN NEWSPAPER PUBLISHERS ASSOCIATION, INC.** (“SNPA”), a Georgia nonprofit corporation, the **INLAND PRESS ASSOCIATION** (“Inland”), an Illinois not-for-profit corporation, and the **NEWCO**, a District of Columbia nonprofit corporation, agree to merge, with **Newco** as the surviving corporation (the “Surviving Corporation”).
2. The merger shall be carried into effect by filing Articles of Merger with the Georgia Secretary of State, Articles of Merger with the Illinois Secretary of State, and Articles of Merger with the District of Columbia Department of Consumer and Regulatory Affairs, with such filings to be made effective as of **September 30, 2019**, or such other date as is mutually agreed to by the parties.
3. By virtue of the merger, SNPA and Inland will merge with and into the Surviving Corporation, and the separate corporate existences of SNPA and Inland shall cease; all of SNPA’s and Inland’s rights, assets, and property of any kind and without limitation or exclusion will become those of the Surviving Corporation, including real property, personal property, intellectual property, cash, investments, contract rights, beneficiary rights, franchises and privileges; and all of SNPA’s and Inland’s debts and obligations of any kind and without limitation or exclusion will become those of the Surviving Corporation, including commitments, responsibilities, and contract obligations.
4. Upon merger, all memberships and membership interests of both SNPA and Inland shall automatically be converted into memberships and membership interests of the Surviving Corporation.
5. Article 2 of the Articles of Incorporation of the Surviving Corporation is amended to read as follows:

The Corporation shall have members, in such classes and with such rights, privileges, and qualifications as set forth in the Bylaws of the Corporation.
6. Amended Bylaws of the Surviving Corporation are attached hereto, and shall be effective as of the effective date of the merger.

In witness whereof, the parties have executed this Plan of Merger.

**Southern Newspaper Publishers Association, Inc.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Inland Press Association**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Newco**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_