

PLAN OF MERGER

OF

**MISSOURI MILK, FOOD AND ENVIRONMENTAL HEALTH ASSOCIATION,
a Missouri nonprofit corporation**

WITH AND INTO

**MISSOURI ENVIRONMENTAL HEALTH ASSOCIATION,
a Missouri nonprofit corporation**

- (1) (a) The names of the entities proposing to merge are:
- Missouri Milk, Food and Environmental Health Association, a Missouri corporation, the “merging corporation” or “MMFEHA”
- and
- Missouri Environmental Health Association, a Missouri corporation, the “surviving corporation” or “MEHA”.
- (b) The name of the entity into which such entities propose to merge is Missouri Environmental Health Association.
- (2) The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:
- (a) The bylaws of the merging corporation will continue after the merger as the bylaws of the surviving corporation with the following changes:
- (i) all references to “Missouri Milk, Food and Environmental Health Association” in such bylaws being deemed references to “Missouri Environmental Health Association”;
 - (ii) all references to the merging corporation being the successor to the Missouri Environmental Health Association and the Missouri Association of Milk and Food Sanitarians in such bylaws being removed therefrom; and
 - (iii) the adoption date of such bylaws being the effective date of the merger as described in Subsection (f) below.
- (c) The surviving corporation will possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of the merging corporation; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the merging corporation will be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such entities will not revert or be in any way impaired by reason of such merger. The officers and directors of the entities

are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed to effectuate a full and complete transfer of ownership as herein authorized.

- (d) The surviving corporation will be responsible and liable for all the liabilities and obligations of the merging entity; and any claim existing or action or proceeding pending by or against the merging corporation may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the merging corporation will be impaired by such merger.
- (e) The officers and directors of the surviving corporation will be as follows and the same will continue until the current term of their office expires:

The following will all be members of the board of directors and hold the offices next to their names:

President - Brian Keller
President Elect - Brandy Sheehan
Vice President - Stacie Duitsman
Co-Treasurer - Nancy Beyer and
Co-Treasurer - Molly Fox
Co-Secretary - Craig Parsons
Co-Secretary - Karen Hunter – Krueger
Past-President - Kristi Ressel
Past-President - Roxanne Sharp

Thereafter, the officer and directors will be elected as provided in the bylaws of the surviving corporation.

- (f) The effective date of the merger shall be at the date upon which the Articles of Merger are filed and accepted by the Missouri Secretary of State.
- (3) The manner and basis of converting the memberships of the merging corporation into memberships, obligations, or securities of the surviving corporation are as follows: Each member of the merging corporation whose membership is in effect and in good standing prior to the effective date shall automatically be granted the corresponding type of membership in the surviving corporation, subject to the terms and conditions of the surviving corporation's bylaws. Each membership in the merging corporation that was revoked, canceled, surrendered or otherwise terminated prior to the effective date shall cease to exist in every respect. Any membership in the merging corporation that was subject to further investigation or was in default or delinquent in dues may not regain membership until any default is resolved by the surviving corporation.
 - (4) The articles of incorporation of the surviving corporation are to be amended as follows:
N/A

- (5) Other provisions of the merger are as follows:
- (a) All awards of the merging corporation shall be combined with the surviving corporation with the following being the list of the awards from and after the merger:
- i. Lifetime achievement (Merged from both MEHA and MMFEHA);
 - ii. President's Award (MMFEHA);
 - iii. Wilbur Feagan Award (MMFEHA);
 - iv. Environmental Public Health Specialist of the Year award (Merged from MMFEHA's Sponsored Ecolab of the year and MEHA's REHS of the year award);
 - v. Rookie Environmental Public Health Specialist of the year award (MEHA);
 - vi. Special Recognition award (MMFEHA);
 - vii. J.E. Edmondson Scholarship (MMFEHA);
 - viii. Hainline Heritage Scholarship (MMFEHA);
 - ix. Harold Bengsch Scholarship (MMFEHA); and
 - x. Other awards not specifically mentioned.