

PLAN OF MERGER OF
FINGER LAKES COUNCIL, INC., BOY SCOUTS OF AMERICA

- and -

OTETIANA COUNCIL, INC., BOY SCOUTS OF AMERICA

- into -

OTETIANA COUNCIL, INC., BOY SCOUTS OF AMERICA

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. The names of the constituent corporations are FINGER LAKES COUNCIL, INC., BOY SCOUTS OF AMERICA, and OTETIANA COUNCIL, INC., BOY SCOUTS OF AMERICA, hereinafter called, respectively, "Finger Lakes Council" and "Otetiana Council".
2. The surviving corporation will be OTETIANA COUNCIL.

ARTICLE II

MEMBERS OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the members, including their classification and voting rights, are as follows:

FINGER LAKES COUNCIL

<u>Classification</u>	<u>Voting Rights</u>
(1) Active Members	One vote per member
(2) Associate Members	None
(3) Sustaining Members	None
(4) Honorary Members	None

OTETIANA COUNCIL

<u>Classification</u>	<u>Voting Rights</u>
(1) Active Members	One vote per member
(2) Associate Members	None
(3) Sustaining Members	None
(4) Honorary Members	None

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

1. Finger Lakes Council and Otetiana Council have agreed that service to the youth in the areas they each serve will be enhanced and administrative efficiencies will be effected by a merger of the two Councils. Therefore, Finger Lakes Council will merge into Otetiana Council and the name of the surviving corporation, Otetiana Council, shall be changed at a later date to a name mutually agreed upon by the two Councils' Executive Boards. Finger Lakes Council shall provide Otetiana Council with a list of all title documents to, all of its property, real and personal, tangible and intangible, and every other asset, including trust funds and those rights which it enjoys as a beneficiary of a trust or similar arrangement, and all of its records, all of which property, assets, rights and records shall inure to the benefit of the surviving corporation. Similarly, it will provide a comprehensive list of all of its existing, contingent and reasonably identifiable liabilities and on-going obligations at least one (1) week prior to the scheduled annual meetings of both Councils.

2. The surviving corporation will maintain its existing Bylaws which are substantially the same as the Standard Local Council Bylaws recommended by the National Council, Boy Scouts of America and shall reflect substantially the same membership qualifications, responsibilities, privileges and voting rights as provided by the current Bylaws of each Council.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. Effective Date. This Plan shall be submitted to the respective members of the constituent corporations for its adoption by their respective votes, following which the relevant merger documents shall be submitted to the National Council of the Boy Scouts of America, to the New York Attorney General and to a New York State Supreme Court Justice for approval. Upon such approvals, a Certificate of Merger shall be executed, delivered and filed with the New York Secretary of State. The merger shall become effective upon the filing of the Certificate of Merger by the Secretary of State. Each corporation shall conduct its own affairs until the merger becomes effective.

2. Effect of Merger. When the Certificate of Merger has been filed by the Secretary of State, the separate existence of Finger Lakes Council shall cease and it shall be merged in accordance with the provisions of this plan into Otetiana Council which shall survive such merger, shall continue in existence, and shall, without other transfer, succeed to the ownership and possession of all the rights, privileges, immunities, and powers of each of the constituent corporations. All the property and assets, real and personal, tangible and intangible, including trust funds and all rights which it enjoys as a beneficiary of a trust or similar arrangement, all causes of action, and every other asset of each of the constituent corporations, shall vest in Otetiana Council as the surviving corporation without further act or deed; provided, however, that the surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. Notwithstanding the foregoing, if any act is required or would be helpful by a constituent corporation in order to transfer any such property, assets or rights, each such constituent corporation will perform any and all such acts. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, and the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Membership, Etc. Privileges. Following the merger, the surviving corporation will extend to all classes of members, all Scouts and all Scouters of each constituent corporation all privileges, rights and responsibilities accorded to them prior to the merger.

4. Expenses of Merger. The surviving corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. Termination of Merger. At any time prior to the effective date of the merger as previously set forth in Section 1 of this Article IV, the Executive Board of either Council may revoke its decision to effect the merger and, under such circumstances, the merger shall not be permitted to occur.

6. Counterparts. For the convenience of the parties and to facilitate approval of this Plan, two (2) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE V

ADOPTION OF PLAN OF MERGER

The foregoing plan has been duly approved and adopted by the Executive Board of Finger Lakes Council on May 7, 2009, and by the Executive Board of Otetiana Council on May 18, 2009.

Dated: Geneva, New York
May 7, 2009

FINGER LAKES COUNCIL, INC.
BOY SCOUTS OF AMERICA

By: _____
President

Dated: Rochester, New York
May 18, 2009

OTETIANA COUNCIL, INC.
BOY SCOUTS OF AMERICA

By: _____
President