

RESOLUTION OF THE MEMBERSHIP

THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY

**ADOPTING OF A PLAN OF MERGER &
AUTHORIZING THE FILING OF CERTIFICATE OF MERGER**

UPON MOTION, duly made, seconded and carried, this Resolution was adopted by the affirmative vote of more than a two-thirds (2/3) majority of the Members of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY (hereinafter “Southern” or “party”), present at a Meeting of the Membership, convened in Jamestown, New York on the 30th day of July, 2024, upon the issuance of proper notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time, and any use of telecommunication or videoconferencing technology or proxy voting conducted in a manner consistent with each the By-Laws of the Corporation and applicable statute and regulation;

NOW, BE IT RESOLVED, that the PLAN OF MERGER of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY and UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. into THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY, an unexecuted copy of which, to be finalized after approval by incorporating specific information concerning voter qualification and confirmation, together with all attachments referenced there, is, hereby, adopted by the Membership of the Corporation and annexed hereto, and made a part hereof, as Exhibit “1;”

BE IT FURTHER RESOLVED, provided the PLAN OF MERGER of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY and UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. into THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY, is properly effectuated, the Membership, hereby, further authorizes the filing with the DEPARTMENT OF STATE of a CERTIFICATE OF MERGER of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY and UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. into THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY, an unexecuted copy of which, to be finalized after approval by inserting specific information concerning voter qualification and confirmation, is annexed hereto, and made a part hereof, as Exhibit “2.”

BE IT FURTHER RESOLVED, by virtue of attending this Annual Meeting in person or via proper use of any telecommunication or videoconferencing technology and/or proxy voting, as appropriate, all participating Members waive any claim that they may have, or ever had, with respect to receipt of proper notice of the Meeting or the underlying vote conducted herein; and,

LASTLY, BE IT RESOLVED, the Membership, hereby, conditions our adoption of this Resolution, and those accompanying this document, on UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. properly adopting all necessary analogous or corresponding Resolutions.

The undersigned, as Secretary of the Corporation, hereby, certifies that this Resolution is a true and accurate copy off the Resolution adopted by the Membership on the date stipulated herein with respect to the foregoing subject matter.

THE UNITED WAY OF SOUTHERN CHAUTAUQUA
COUNTY

By: _____
Jordan Steves, *Corporate Secretary*

Dated: 30th day of July, 2024
Jamestown, New York

EXHIBIT 1

**PLAN OF MERGER
(With All Referenced Attachments)**

EXHIBIT 2

CERTIFICATE OF MERGER