

F030000001025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

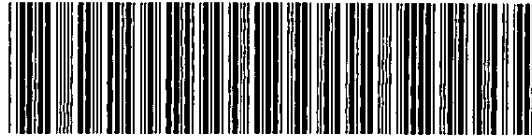
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Name corrected
on data base
12/20 - original
name was incorrect
on application. Cert.



300108841193

09/05/07--01007--011 **43.75

FILED
07 DEC 20 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name changed
sf
12/20



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2007

FUND FOR WEST CHESTER UNIVERSITY, INC.
102 FILANO HALL, WEST CHESTER UNIVERSITY
WEST CHESTER, PA 19383

SUBJECT: FUND FOR WEST CHESTER UNIVERSITY, INC.
Ref. Number: F03000001025

We have received your document for FUND FOR WEST CHESTER UNIVERSITY, INC. and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The total amount due to reinstate without penalty is \$183.75.

There is a balance due of \$122.50. If a certificate of status is desired, please add an additional \$8.75

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6059.

Leah R Gable
OPS

Letter Number: 007A00068743



West Chester University Foundation

Filano Hall ♦ 628 South High Street ♦ West Chester, Pennsylvania 19383 ♦ 610-436-2868/3303 ♦ fax: 610-436-2606

November 28, 2007

Ms. Susan Payne
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Re: Waiver of Reinstatement Fee for The
Fund for West Chester University**

Dear Susan:

Thank you for your recent phone call regarding the West Chester University Foundation and our effort to be reinstated.

Per our conversation, I have enclosed a check for \$61.25, the filing fee for the current year. I have also attached our previous letter requesting the waiver of the reinstatement fee as well as the application.

If any further information is needed, please contact my assistant, Doug Rice, at (610) 430-4127 or via email at drice@wcupa.edu. Thank you so much for your time and efforts.

Sincerely,

Norma Towne Clayton
Director of Planned Giving



West Chester University Foundation

Filano Hall ♦ 628 South High Street ♦ West Chester, Pennsylvania 19383 ♦ 610-436-2868/3303 ♦ fax: 610-436-2606

October 4, 2007

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Waiver of Reinstatement Fee for The
Fund for West Chester University**

To Whom It May Concern:

The Fund for West Chester University recently merged with the West Chester University Foundation to form the West Chester University Foundation. Upon filing the name change along with the Sworn Statement in Lieu of Annual Statements for Issuers of Donor Annuity Agreements, it came to our attention that the Division of Corporations revoked the corporation in 2005 for failure to file the 2005 Annual Report.

The 2005 filing was filed appropriately and a copy is enclosed for your records. Further, we were never made aware of a change in status nor did we receive any notice from the Division of Corporations. In 2006, we submitted our filing online after considerable technical difficulties. During this period, we worked with staff to correct the multitude of difficulties encountered by the online filing, yet were never made aware of any problems with the status of the Fund for West Chester University. For your information, we have also enclosed a copy of the submission confirmation for the Sworn Statement in Lieu of Annual Statements for 2006.

This year we were once again able to file the Sworn Statement in Lieu of Annual Statements. However, due to the corporation name-change, an additional form was filed. It was after this filing that we were made aware of the 2005 revocation.

As the Fund was never notified of the change in status nor did we receive any annual report notices for 2005 or 2006, we request that the reinstatement fee be waived. We are returning the Corporation Reinstatement Form marked accordingly, as well as the Amendment to Application notifying Florida of the name-change.

If any further information is needed, please contact my assistant, Doug Rice, at (610) 430-4127 or via email at drice@wcupa.edu. Thank you for your time and efforts.

Sincerely,

Norma Towne Clayton
Director of Planned Giving



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2007

NORMA T CLAYTON
WEST CHESTER UNIVERSITY
628 SOUTH HIGH ST
WEST CHESTER, PA 19383

SUBJECT: THE FUND FOR THE WEST CHESTER UNIVERSITY, INC.
Ref. Number: F03000001025

We have received your document for THE FUND FOR THE WEST CHESTER UNIVERSITY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2005 annual report. The entity must be reinstated before this document can be filed.

The filing fee to reinstate is \$358.75.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 207A00054650

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE FUND FOR WEST CHESTER UNIVERSITY
(Name of Corporation)

DOCUMENT NUMBER: F03000001025

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Norma T. Clayton
(Name of Contact Person)

West Chester University
(Firm/Company)

628 South High Street
(Address)

West Chester, PA 19383
(City/State and Zip Code)

For further information concerning this matter, please call:

Norma T. Clayton at (610) 430-4152
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000001025

(Document Number of Corporation (If known))

1. Fund for West Chester University of Pennsylvania, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Pennsylvania 3. March 3, 2003
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 30, 2006
5. West Chester University Foundation, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
No
(New duration) (Date)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
No
(New jurisdiction) (Date)
8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.
No
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)
9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

R. T. Przywara
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Richard T. Przywara

(Typed or printed name of the person signing)

Executive Director

(Title of person signing)

FILED
07 DEC 20 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

WEST CHESTER UNIVERSITY FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 2957353

MacElree Harvey Ltd
17 West Miner Street, PO Box 660
West Chester, PA 19381

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger
(15 Pa.C.S.)

- ☐ Domestic Business Corporation (§ 1926)
☒ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

Name W. Patrick Scott, Esquire c/o MacElrae Harvey, Ltd.		
Address 17 W. Miner Street, P. O. Box 660		
City West Chester, PA	State PA	Zip Code 19381-0860

Document will be returned to the
name and address you enter to
the left.

Commonwealth of Pennsylvania
ARTICLES OF MERGER-NONPROFIT 22 Page(s)

Fee: \$150 plus \$40 additional for each
Party in additional to two

T0618163074

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Fund for West Chester University of Pennsylvania

2. Check and complete one of the following:

- ☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
West Chester University Foundation, 628 South High Street, West Chester, PA 19383-7100 Chester

(b) Name of Commercial Registered Office Provider County
c/o N/A

- ☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County
c/o

- ☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

2006 JUN 30 PM 1:19

PA DEPT OF STATE

DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
West Chester University Foundation, 628 South High Street, West Chester, PA 19383-7100 Chester			

4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: July 1, 2008 at 10 a.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name

Manner of Adoption

Fund for West Chester University of Pennsylvania - Adopted by Action of Board of Trustees pursuant to
15 Pa.C.S. Sec. 5924(b)

West Chester University Foundation - Adopted by Action of Board of Trustees pursuant to 15 Pa.C.S. Sec. 5924(b)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.

~~The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street

City

State

Zip

County

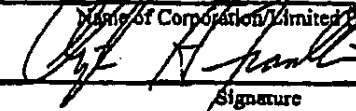
DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

30th day of June
2008

Fund for West Chester University of Pennsylvania

Name of Corporation/Limited Partnership



Signature

Christopher Franklin, President

Title

West Chester University Foundation

Name of Corporation/Limited Partnership



Signature

John Elccarone, President

Title

Jun-30-2008 01:11pm From-MACELREE HARVEY

+610 429 4488

T-667 P.006

F-072

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Plan of Merger.10.18.05.DOC
062124.50046

AGREEMENT AND PLAN OF MERGER

Merger of West Chester University Foundation with and into Fund for West Chester University

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of the 8th day of February, 2008, by and between FUND FOR WEST CHESTER UNIVERSITY, a Pennsylvania non-profit corporation, with its principal address at 102 Filano Hall, 628 South High Street, West Chester, Pennsylvania 19383-0001 (sometimes referred to as the "Fund" or "Surviving Corporation") and WEST CHESTER UNIVERSITY FOUNDATION, a Pennsylvania non-profit corporation (sometimes referred to as the "Foundation" or "Non-surviving Corporation"). The Fund and the Foundation may each individually be referred to in this Plan as a "Constituent Corporation" or, collectively, the "Constituent Corporations").

RECITALS

The Fund and the Foundation are both Pennsylvania non-profit corporations and exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). Each of the Constitution Corporations also engage in similar activities and functions: the Fund performs services relating to, among other things, the receipt and management of gifts and endowed assets in support of the West Chester University of Pennsylvania (the "University"), and the Foundation performs services for the University relating to solicitation and receipt of donations and management of various programs, including sponsorship programs. The Board of Trustees of each Constituent Corporation deems it advisable for the general welfare of each of the Constituent Corporations to combine their operations and merge into a single organization pursuant to this Plan.

NOW, THEREFORE, in order to consummate this Plan, the parties hereto, in consideration of the mutual agreements herein set forth, and intending to be legally bound hereby, agree as follows:

Plan of Merger.10.18.06.DOC
062124.50046

ARTICLE 1

1.1 Plan of Merger. A Plan of Merger of the Fund and the Foundation, pursuant to the provisions of Title 15, Sections 5921 through 5930 of the Pennsylvania Business Corporation Law (the "Act"):

(a) The Foundation shall be merged with and into the Fund, to exist and be governed by the laws of the Commonwealth of Pennsylvania.

(b) The Fund shall change its name and the name of the Surviving corporation shall be: West Chester University Foundation.

(c) On the Effective Date, the separate existence of the Foundation shall cease and the Surviving Corporation shall succeed, without any other transfer or conveyance, to all the rights and property of the Non-surviving Corporation and shall be subject to all the debts and liabilities of the Non-surviving Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited to the extent that such liens may affect property of the relevant Constituent Corporation immediately prior to the merger.

(d) The Surviving Corporation will carry on its operations and activities and the operations formerly conducted by the Foundation with the combined assets of the Foundation and the Fund (subject to any restrictions placed on the use and/or distribution of any such assets).

(e) The Articles of Incorporation and By-laws of the Fund, as existing on the Effective Date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed, as provided in the Articles or by applicable law.

1.2 Effective Date. Notwithstanding the earlier filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania, the effective date of the merger for accounting and all other purposes (the "Effective Date"), shall be July 1, 2006.

ARTICLE 2

2.1 Representations and Warranties. As an inducement to one another to execute and perform their obligations under this Agreement, each Constituent Corporation represents and warrants to the other as follows:

(a) Each of the Constituent Corporations is a non-profit corporation, duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania, with the corporate power and authority to own property and conduct its operations. Each of the Constituent Corporations is recognized as an exempt organization under Section 501(c)(3) of the Code.

(b) All required federal, state, and local tax returns and reports of the Constituent Corporations have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with respect to the period covered by the returns have been paid. The Non-surviving Corporation has not been delinquent in the payment of any tax or assessment.

(c) ~~The execution and delivery of this Agreement and consummation~~ of the transactions contemplated hereby (i) have been duly and validly authorized by all proper procedures on the part of each Constituent Corporation, (ii) do not conflict with or result in a breach of any of the terms, provisions, or conditions of each Constituent Corporation's Articles of Incorporation or By-laws, or any applicable statute, regulation, or court or administrative order or process, or any agreement, lease or other agreement or instrument to which either Constituent Corporation is a party, or by which they are bound, nor does execution of this

Plan of Merger.10.18.05.DOC
062124.50046

Agreement and consummation of the transaction contemplated hereby constitute a default thereunder.

(d) The Foundation will transfer and deliver to the Fund, as the Surviving Corporation, good and marketable title to all of its assets and properties, free and clear of any encumbrances, liens, claims, security interests, or other title retention documents (other than valid restrictions placed on gifts made to the Foundation by a grantor of such gifts). Any liabilities of the Foundation assumed by the Fund and the liabilities to which the transferred assets of the Foundation are subject were incurred by the Foundation in the ordinary course of its business.

(e) Each of the Constituent Corporations' operations, assets and their uses, comply with all applicable laws, rules and regulations, including without limitation all laws, rules and regulations concerning minimum wages, worker's compensation, health and safety and other employment matters and environmental matters. Each of the Constituent Corporations has obtained and maintained all permits, licenses and approvals necessary for the conduct of their operations.

(f) There is no (i) tort, breach of contract, discrimination or other claim of any nature has been asserted against the Foundation, and to the best of the Foundation's knowledge, there is no basis for any such claim, (ii) no litigation, investigation, arbitration or other proceeding is pending, or to the best of the Foundation's knowledge has been threatened, against the Foundation or any of its assets or properties, and (iii) there are no outstanding judgments, orders, citations, penalties or decrees against or affecting the Foundation, its operations, or any of its assets or properties. No intercorporate indebtedness exists between the Fund and the Foundation that was issued, acquired or will be settled at a discount.

ARTICLE 3

3.1 Registered Offices. The registered offices or principal place of businesses of the Constituent Corporations within the Commonwealth of Pennsylvania are as follows:

(a) The Fund:

102 Filano Hall
628 South High Street
West Chester, PA 19383-1700

(b) The Foundation:

101 Filano Hall
628 South High Street
West Chester, PA 19383

The registered office of the Surviving Corporation will be the same as the registered address of the Fund noted above.

ARTICLE 4

4.1 Purpose. This Plan to merge the Foundation into the Fund is for the purpose of consolidating the assets, management, personnel and facilities of the Constituent Corporations, for the following purposes:

(a) To centralize in a single entity all of the assets and operations of the Constituent Corporations, to decrease overall costs of operations, including accounting functions and record keeping requirements; and

(b) To consolidate the logically similar activities of the organizations into a single organization to thereby increase the efficiency and manageability of the combined organizations and decrease confusion among current and prospective contributors regarding the conduct of fundraising activities to benefit the University.

ARTICLE 5

5.1 Board of Trustees.

(a) Prior to the Effective Date, the Fund shall make available to each member of the Foundation's Board of Trustees the qualifications and criteria expected of Fund Trustees and, subject to such qualifications, shall nominate appropriate Foundation Trustees to fill existing vacancies within the Fund's Board of Trustees.

(b) The members of the Board of Trustees of the Fund in office on the Effective Date shall serve as the members of the Board of Trustees of the Surviving Corporation until their successors are elected.

5.2 Officers. The elected officers of the Fund, who shall continue in office at the pleasure of the Fund's Board of Trustees, until their successors are elected, shall act as, and shall be, the elected officers of the Surviving Corporation as of the Effective Date.

ARTICLE 6

6.1 By-Laws. The by-laws of the Fund as existing on the Effective Date of the merger shall continue in full force as the by-laws of the Surviving Corporation until altered, amended, or repealed as provided in the by-laws or as provided by applicable law.

ARTICLE 7

7.1 Approval of Plan. This Plan is subject to the approval of each Constituent Corporation's Board of Trustees in accordance with Section 5924(b) of the Act.

7.2 Termination. Either Constituent Corporation may terminate this Plan by a majority vote of its Board of Trustees, and upon written notice to the other Constituent Corporation, notwithstanding that the Board of Trustees of such corporation shall already have approved and adopted this Plan, and without any liability to the other Constituent Corporation for failure to consummate the transactions contemplated hereunder. Any such termination shall be effective if written notice thereof shall have been delivered to the other Constituent

Plan of Merger.10.18.05.DOC
062124.50048

Corporation prior to the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania.

ARTICLE 8

8.1 Authority of Officers. Upon the approval and ratification of this Agreement by the Board of Trustees of the Constituent Corporations, the presidents and secretaries of the Constituent Corporations, without any further actions by the Board of Directors of the Constituent Corporations, shall be and hereby are authorized and directed to:

(a) Prepare Articles of Merger, upon such forms as may be prescribed by law, containing the elements of this Agreement and such other provisions and information as may be required by the Act;

(b) Execute, in the names of the Constituent Corporations, said Articles of Merger, affixing thereto the duly adopted corporate seals of the Constituent Corporations, duly attested by the respective secretaries;

(c) File the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania and pay all prescribed filing fees therefor;

(d) Prepare, make, execute and file such returns, reports, applications for tax or corporate clearance, and such other documents as may be required by law or otherwise if deemed appropriate or necessary by the officers of the Constituent Corporations; and

(e) Execute such other documents and perform such other acts as may be required by law, recommended by counsel or otherwise deemed necessary or advisable by the said officers for the purposes of carrying this Agreement into effect, to the extent such acts are not inconsistent with this Agreement.

ARTICLE 9

9.1 Condition Precedent to Obligations. Except as may be expressly waived in writing by either party to the other, the obligations of the Constituent Corporations are subject to the satisfaction, prior to the Effective Date, of each of the following conditions:

(a) The representations and warranties made by each of the Constituent Corporations herein shall be deemed to have been made again on the Effective Date and shall then be true and correct in all material respects.

(b) The execution, delivery and performance of the Agreement shall have been approved by all requisite corporate action by each Constituent Corporation in compliance with the Act.

(c) The Constituent Corporations shall have obtained all approvals, consents and authorizations of any and all governmental authorities, agencies or other parties required or desirable, including without limitation, any approval or consent required by the Act, the Internal Revenue Service, the University, the Commonwealth of Pennsylvania State System of Higher Education, or any other entities with which the Constituent Corporations have established agreements which require such notifications and approvals.

(d) Each of the Constituent Corporations shall have performed and complied with all agreements or conditions required by this Agreement to be performed and complied with by it.

(e) No action or proceeding by any governmental body or agency shall have been threatened, asserted, or instituted to retain or prohibit the carrying out of this transactions contemplated by this Agreement.

ARTICLE 10

10.1 Interim Conduct of Operations. Pending consummation of the merger, each of the Constituent Corporations will carry on its operations and activities, and maintain its

assets and properties, in substantially the same manner and condition as heretofore, and will use its best efforts to maintain its organization intact, to retain its present employees, relationships, assets and properties. Each of the Constituent Corporations shall not create or incur any indebtedness for borrowed money or enter into any contract, agreement or transaction other than those involved in carrying on its operations in the ordinary course of business.

ARTICLE 11

11.1 Further Assurances. The Foundation hereby agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will, through its duly appointed officer or officers, execute and deliver or cause to be executed and delivered, all such deeds and other instruments, and will take further actions as the Surviving Corporation may deem necessary or desirable in order to vest or perfect in, or conform records or otherwise to, the Surviving Corporation title to and possession of all the property, rights, privileges, powers, and franchises referred to Article 1 of hereof, and otherwise to carry out the intent and purpose of this Plan. It is understood and agreed that authorized officers of the Foundation may act in the name of the Foundation after the Effective Date in order to comply with this Article.

11.2 Governing Law. This Plan, and the reorganization and merger contemplated hereunder, shall be governed and carried into effect pursuant to the laws of the Commonwealth of Pennsylvania.

11.2 Notices. Any notice or other communication required or permitted under this Plan shall be properly given when deposited in the United States Postal Service for transmittal by certified registered mail, postage prepaid, addressed to the place of business of the Constituent Corporations set forth herein.

11.3 Entire Agreement: Counterparts. This instrument and the exhibits to this Plan contain the entire agreement between the parties with respect to the contemplated merger.

Jun-30-2006 01:18pm From-MACELREE HARVEY

+810 429 4488

T-667 P.016/024 F-072

Plan of Merger.10.18.05.DOC
062124.50048

The Plan may be executed in any number of counterparts, all of which taken together shall be deemed one original.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the Board of Trustees of each Constituent Corporation has adopted and executed this Agreement and Plan of Merger as of the day and year first above written.

FUND FOR WEST CHESTER UNIVERSITY

By: 

Christopher Franklin, President

By: 

Lynn Johnson-Porter, Executive Director

WEST CHESTER UNIVERSITY FOUNDATION

By: 

John Ciccarone, President

By: 

David Peirce, Executive Director