

**CHRISTIAN CHURCH (DISCIPLES OF CHRIST) IN NEBRASKA  
RESOLUTION TO MERGE COTNER COLLEGE INTO THE REGIONAL CHURCH  
Resolution 2211**

Re: Merger of Cotner College, a Nebraska non-profit corporation, (“Corporate Cotner”) into  
the Christian Church (Disciples of Christ) in Nebraska (“Region”)

WHEREAS, Cotner College (the “College”) consists solely of activities offering and otherwise supporting educational programs and other opportunities for both clergy and laypersons throughout the State of Nebraska and is not an entity of any kind; and

WHEREAS, the Region, through its Cotner College Educational Ministry Commission (the “Commission”), which Commission is a part of the Region and not a separate entity, and Corporate Cotner both support the work and ministry which are the activities of the College; and

WHEREAS, the Region and Corporate Cotner recognize that the activities of the College would be better supported if the efforts of the Region through the Commission and Corporate Cotner were combined and, to accomplish this, have agreed that Corporate Cotner should be merged into the Region in order to focus all support and resources for the activities of the College in the Region to be carried out under the guidance and with the support of the Commission.

NOW, THEREFORE, the delegates to the Regional Assembly, acting as the Members of the Region, take the following actions:

Authorize and approve the merger of Corporate Cotner into the Region pursuant to a Plan of Merger (“Plan”) substantially in the form attached hereto as Exhibit A and Articles of Merger (“Articles”) substantially in the form attached hereto as Exhibit B.

2. Authorize the Moderator to approve the final terms of both the Plan and the Articles and to execute the final form of such documents on behalf of the Region.
3. Authorize the Moderator to submit the Articles to the Nebraska Secretary of State for filing.
4. Authorize the Moderator to execute on behalf of the Region such other documents as the Moderator may determine to be appropriate or necessary to accomplish the merger of Cotner into the Region.

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**CERTIFICATION**

The undersigned, being the duly elected, qualified and acting \_\_\_\_\_ of Christian Church (Disciples of Christ) in Nebraska (the “Corporation”), a Nebraska non-profit corporation, certifies that the foregoing Resolution is a true, current and complete copy of the Resolution approved by the Regional Assembly of the Corporation, as of this \_\_\_\_ day of \_\_\_\_\_, 2022, and has not been amended or rescinded and is now in full force and effect.

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

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

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

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

## PLAN OF MERGER

This Plan of Merger (the "Plan") is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2022 by and between Christian Church (Disciples of Christ) in Nebraska, a Nebraska non-profit corporation (the "Region") and Cotner College, a Nebraska non-profit corporation ("Cotner").

WHEREAS, Cotner College (the "College") is neither an entity nor a place but a ministry offering, sponsoring and otherwise supporting educational programs and other opportunities for both clergy and laypersons throughout the territory served by the Region; and

WHEREAS, the Region, through its Cotner College Educational Ministry Commission (the "Commission"), which Commission is a part of the Region and not a separate entity, and Cotner both support the work and ministry which is the College, both agree that the work and ministry of the College would be better supported if the efforts of the Region and Cotner were combined and, as a result, have determined that Cotner should be merged into the Region in order to focus all support and resources for the work and ministry of the College in the Region to be carried out under the guidance and with the support of the Commission

NOW, THEREFORE, the parties hereto agree as follows:

1. Names of Merged Corporation and Surviving Corporation. The name of the merged corporation shall be "Cotner College" and the surviving corporation shall be "Christian Church (Disciples of Christ) in Nebraska".

2. Members. The Region has members represented by voting delegates at its Regional Assembly to be next held \_\_\_\_\_, 2022. Cotner does not have members.

3. Terms and Conditions of the Merger. Upon approval of this Plan by the Boards of Directors of the Region and Cotner and by the member(s) of the Region, the merger will become effective upon the acceptance for filing by the Nebraska Secretary of State of the Articles of Merger related to this merger (the "Effective Date"). Upon the Effective Date, the merger of Cotner into Region shall be effective and the separate existence of Cotner shall cease.

4. Assets and Liabilities of Cotner and Region. All assets and liabilities of Cotner shall be transferred to Region as of the Effective date with no separate bill of sale being required.

IN WITNESS WHEREOF, the foregoing Plan of Merger was approved by the Boards of Directors of both parties and the Plan is executed on the \_\_\_\_ day of \_\_\_\_\_, 2021 by the \_\_\_\_\_ of each party.

Christian Church (Disciples of Christ) in  
Nebraska

By: \_\_\_\_\_  
\_\_\_\_\_, its President

Cotner College

By: \_\_\_\_\_  
\_\_\_\_\_, its President

**ARTICLES OF MERGER  
NON-PROFIT**

Pursuant to the Provisions of the Nebraska Non-Profit Corporation Act, the undersigned corporations certify the following:

1. That Christian Church (Disciples of Christ) in Nebraska (“Region”), Secretary of State Account No. 0199567, a Nebraska non-profit public benefit/religious corporation and Cotner College (“Cotner”), Secretary of State Account No. 0202460, a Nebraska non-profit public benefit/religious corporation, are hereby merged and that the above named Christian Church (Disciples of Christ) in Nebraska is the surviving entity.

2. The Plan of Merger (the “Plan”) is attached as Exhibit A. There is no requirement for court approval of the Plan.

3. The Region has members represented by \_\_\_\_\_ voting delegates at its Regional Assembly held \_\_\_\_\_, 2022 at which meeting \_\_\_\_\_ of \_\_\_\_\_ voting delegates voted to approve the Plan. Cotner does not have any members so no approval of members was required on behalf of Cotner. In addition to approval of the voting delegates of the Region, the Plan was approved by a majority of the members of the Board of Directors of each of the Region and Cotner who were in office at the time of such approval.

4. With respect to both Region and Cotner, there is no person or persons whose approval is required pursuant to Section 21-19,120(a)(3) of the Nebraska Non-Profit Corporation Act.

5. There are no amendments to the Articles of Incorporation or to the name of the surviving corporation and the Articles of Incorporation of the surviving corporation, Christian Church (Disciples of Christ) in Nebraska, shall be the Articles of Incorporation.

6. The effective date of this document is the date it is filed of record by the Secretary of State of Nebraska.

IN AFFIRMATION thereof, the facts stated above are true and correct and the undersigned acknowledges that false statements made in this filing are subject to the penalties provided by the laws of the State of Nebraska.

\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
\_\_\_\_\_ of  
Christian Church (Disciples of Christ) in  
Nebraska  
Date: \_\_\_\_\_

\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
\_\_\_\_\_ of  
Cotner College  
Date: \_\_\_\_\_