

FILED
SECRETARY OF STATE
JAN 04 2012
STATE OF WASHINGTON

Articles of Merger

Pacific Northwest Salmon Center
and
Hood Canal Salmon Enhancement Group

I. PLAN

The Pacific Northwest Salmon Center, a Washington non-profit organization, and the Hood Canal Salmon Enhancement Group, a Washington non-profit organization, hereby adopt these Articles of Merger on the dates set forth below.

1.1 Surviving Corporation. The name of the Surviving Corporation is the Hood Canal Salmon Enhancement Group, "Surviving Corporation". The Surviving Corporation will also operate d/b/a "Pacific Northwest Salmon Center" and "The Farm at Water's Edge", upon State approval.

1.2 Terms of Merger.

1.2.1 Assets and Liabilities. All of the assets of the Pacific Northwest Salmon Center shall transfer to the Surviving Corporation, which shall assume all liabilities of the Pacific Northwest Salmon Center. Title to all assets will be re-titled to the Surviving Corporation.

1.2.2 Board Structure. The initial members of the Board of Directors for the Surviving Corporation are the last serving members of the Board of Directors of the Pacific Northwest Salmon Center and the Surviving Corporation.

1.3 Articles of Incorporation. Amended and Restated Articles of Incorporation of the Surviving Corporation are filed with the State contemporaneously with Articles of Merger.

1.4 Bylaws. The Bylaws of the Surviving Corporation are amended.

1.5 Effective Date. The effective date of the Articles of Merger is January 1, 2012, subject to State approval.

ATTESTATION:

The above Plan of Merger was adopted by resolution of the Directors of the Pacific Northwest Salmon Center and submitted to a vote at a meeting of members of the organization held on December 13, 2011, proper notice having been made. At such meeting, a quorum was present and the members of the organization approved the above Plan of Merger by a vote of at least two-thirds of members present.

DATED: December 13, 2011.

Pacific Northwest Salmon Center

By: 
Chairman of the Board Fred Barrett

ATTESTATION:

The above Plan of Merger was adopted by resolution of the Directors of the Hood Canal Salmon Enhancement Group and submitted to a vote at a meeting of members of the organization held on December __, 2011, proper notice having been made. At such meeting, a quorum was present and the members of the organization approved the above Plan of Merger by a vote of at least two-thirds of members present.

DATED: December 13, 2011.

Hood Canal Salmon Enhancement Group

By: 
President Thomas Brown