

RESOLUTION OF DIRECTORS

OF

BOSTON MINUTEMAN COUNCIL, BOY SCOUTS OF AMERICA
APPROVING PLAN OF MERGER

Upon motion duly made, seconded and carried, the following resolutions were duly adopted by the affirmative vote of a majority of the Board of Directors present at the time of the vote, a quorum being present at such time:

RESOLVED, that the Plan of Merger of BOSTON MINUTEMAN COUNCIL, INC., BOY SCOUTS OF AMERICA, and CAMBRIDGE COUNCIL, INC., BOY SCOUTS OF AMERICA, a copy of which is annexed hereto, be and the same hereby is approved and adopted, and it is further

RESOLVED, that such plan be submitted for approval by a vote of the members of this Corporation entitled to vote thereon at a special meeting to be called for that purpose, notice of which meeting is to be given to each member, together with a copy of said plan of merger.

Dated:

Secretary

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

1. The Boston Minuteman Council and Cambridge Council, have agreed that the service to youth will be promoted and administrative efficiencies will be effected by the formation of a new Scout council that consists of a merger of the two councils. Therefore, the Boston Minuteman Council will merge with the Cambridge Council and the name of the surviving corporation, Boston Minuteman Council shall be changed to Minuteman Council, Boy Scouts of America, with the name to be completed and approved by the Executive Boards of both councils as aforesaid. Each council shall provide the surviving corporation with a list of, and 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.

2. The surviving corporation will adopt new By-Laws which are substantially the same as the Standard Local Council By-Laws recommended by the National Council, Boy Scouts of America. Under such newly adopted By-Laws, the membership of the constituent corporations shall retain substantially the same qualifications, responsibilities, privileges and voting rights as provided by their respective current By-Laws.

3. Upon such merger, the Boston Minuteman Council shall make the following amendment to its Articles of Organization:

The name of the corporation shall be changed to Minuteman Council, Boy Scouts of America, Inc.

with the name to be completed and approved by the Executive Boards of both Councils as aforesaid.

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 majority votes, following which Articles of Merger shall be filed with the Massachusetts Secretary of State, all as required under Massachusetts General Laws Chapter _____. The merger shall become effective upon the approval of the Articles 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 Articles of Merger have been approved by the Secretary of State, as provided for under Massachusetts General Laws Chapter ____, the separate existence of Council shall cease and said corporation shall be merged in accordance with the provisions of this plan into the Boston Minuteman Council, which name shall be changed to Minuteman Council, Boy Scouts of America, Inc. (with the name to be completed and approved by the Executive Boards of both Councils as aforesaid), and 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 such 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, or 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 members of all classes, all Scouts and all Scouters of Minuteman Council 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. 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 Board of Directors of Council on _____ (date) _____, 2000 and by the Board of Directors of _____ Council on _____ (date) _____, 2000.

Dated: (City, State)
_____ (Date)

BOSTON MINUTEMAN COUNCIL, INC.
BOY SCOUTS OF AMERICA

By:
President

Dated: (City, State)
_____ (Date)

CAMBRIDGE COUNCIL, INC.
BOY SCOUTS OF AMERICA

By:
President