

ARTICLES OF MERGER OF

The Virginia Police Chiefs Foundation and Virginia Association of Chiefs of Police

The undersigned, on behalf of the corporation(s) set forth below, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, state as follows:

1. The Virginia Police Chiefs Foundation, a 501c3 Virginia non-stock not-for-profit corporation, hereinafter referred to as the VPCF, and Virginia Association of Chiefs of Police, a 501c6 Virginia non-stock not-for-profit corporation, hereinafter referred to as the VACP, hereby state the intent to merge Virginia Association of Chiefs of Police into The Virginia Police Chiefs Foundation, which is to continue operation as a 501c3 non-stock, not-for-profit corporation.
2. The plan of merger is as follows:
 - i.) The Virginia Police Chiefs Foundation (VPCF) and Virginia Association of Chiefs of Police (VACP) shall merge into one corporate entity, and The Virginia Police Chiefs Foundation shall be the surviving entity. The surviving entity shall be renamed, "Virginia Association of Chiefs of Police and Foundation, Inc."
 - ii.) The individuals with membership in Virginia Association of Chiefs of Police shall automatically become members of the surviving entity, and shall retain all of the rights and privileges of their former membership in the merged entity through no effort or responsibility on the part of the member; each member shall be notified of the merger of VPCF and VACP and informed of their sustained membership status in the surviving entity; each member shall have the option to continue membership in the surviving entity or withdraw their membership without penalty or delay; each corporation or individual with contracts for sales or services shall be assured that their business interests will continue without interruption or alteration, and said contracts or agreements shall be amended only with the intent to correct the name and federal identification number of the surviving entity; and that the employees of VACP shall become employees of the surviving entity without interruption or alteration of salary, benefits and working conditions; and
 - iii.) The Articles of Incorporation of the surviving entity are amended and restated as attached hereto.
 - iv.) The bylaws of the surviving entity are amended and restated as set forth in the attachment to the agreement of merger.
3. The plan of merger was approved by the Board of Directors of The Virginia Police Chiefs Foundation by a majority of the directors in office on December 2, 2015.
4. The plan of merger was adopted by unanimous consent of the members of Virginia Association of Chiefs of Police on February 22, 2016.

Executed in the name of The Virginia Police Chiefs Foundation by:



3/1/2016

Douglas L. Davis

President

SCC ID# 04772091

804-285-8227

Executed in the name of Virginia Association of Chiefs of Police by:



3/1/2016

David Sloggie

President

SCC ID# 07245780

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