

**ARTICLES OF MERGER**  
**OF**  
**CITY SOUTH CLUSTER MINISTRIES,**  
a Minnesota nonprofit corporation  
**INTO**  
**RESOURCE CENTER OF THE AMERICAS,**  
a Minnesota nonprofit corporation

The undersigned corporations hereby adopt the following Articles of Merger pursuant to the provisions of Chapter 317A, Minnesota Statutes:

1. **Constituent Corporations.** The names of the corporations that are parties to the Merger are:

- (a) **City South Cluster Ministries,** a Minnesota nonprofit corporation; and
- (b) **Resource Center of The Americas,** a Minnesota nonprofit corporation.

2. **Surviving Corporation.** The corporation to survive the merger is Resource Center of The Americas, a Minnesota nonprofit corporation (the "**Surviving Corporation**").

3. **Agreement and Plan of Merger.** The Agreement and Plan of Merger is set forth in *Exhibit A* hereto and is incorporated herein by reference.

4. **Approval of Agreement and Plan of Merger.** The Agreement and Plan of Merger has been approved by each of the constituent corporations pursuant to Chapter 317A, Minnesota Statutes.

5. **Notice to the Attorney General Not Required.** Notice to the Attorney General is not required by Minnesota Statutes Section 317A.811 because the Surviving Corporation is exempt under Section 501(c)(3) of the Internal Revenue Code.

6. **Effective Date of Merger.** The effective date of the Merger shall be the date on which these Articles of Merger are filed with the office of the Secretary of State of the State of Minnesota.

**CITY SOUTH CLUSTER MINISTRIES**

**RESOURCE CENTER OF THE AMERICAS**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_, 2011.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_, 2011.