

**ARTICLES OF MERGER AND AMENDMENT**

**BETWEEN**

**LEAGUE OF WOMEN VOTERS OF BALTIMORE COUNTY  
JESSA GOLDBERG EDUCATION FUND, INC.,  
A MARYLAND NONSTOCK CORPORATION,**

**AND**

**THE NEXT CENTURY ENDOWMENT FUND, INC.,  
A MARYLAND NONSTOCK CORPORATION,**

**AND**

**LEAGUE OF WOMEN VOTERS OF BALTIMORE COUNTY, INC.,  
A MARYLAND NONSTOCK CORPORATION**

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THESE ARTICLES OF MERGER (these “Articles”) are entered into pursuant to Sections 3-109 and 5-207 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, by and between nonstock corporations named in Articles SECOND and THIRD below, which are hereinafter collectively referred to as the “Constituent Corporations”.

**FIRST:** Each of the Constituent Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, shall be as set forth herein and in an Agreement and Plan of Merger entered into by the Constituent Corporations on April \_\_\_\_, 2017 (the “Plan of Merger”).

**SECOND:** League of Women Voters of Baltimore County Jessa Goldberg Education Fund, Inc. (the “Surviving Corporation”), a Maryland nonstock corporation, shall be the surviving corporation.

**THIRD:** League of Women Voters of Baltimore County, Inc., a Maryland nonstock corporation, and The Next Century Endowment Fund, Inc., a Maryland nonstock corporation, shall be the merged corporations (collectively, the “Merged Corporations”).

**FOURTH:** The principal place of business of the Surviving Corporation in this State is in Baltimore County, Maryland. The principal place of business of the Merged Corporations in this State is in Baltimore County, Maryland. The Constituent Corporations do not own any real estate in the State of Maryland.

**FIFTH:** The terms and conditions of the merger, the mode of carrying the same into effect, are as follows:

(A) The Constituent Corporations are nonstock corporations organized in accordance with Section 5-201, *et seq.*, of the Corporations and Associations Article of the Annotated Code of Maryland, and, thus, there will be no issued or outstanding shares of the common stock of either of the Constituent Corporations prior to or after the effective date of these Articles.

(B) Other terms and conditions of the merger of the Merged Corporations into the Surviving Corporation are set forth in the Plan of Merger, which is incorporated into these Articles by reference.

SIXTH: Pursuant to Sections 2-601(b) and 3-109(d) of the Corporations and Associations Article of the Annotated Code of Maryland, the Charter of the Surviving Corporation is hereby amended by changing its name from:

“League of Women Voters Of Baltimore County Jessa Goldberg Education Fund, Inc.”

to:

“The League of Women Voters Of Baltimore County, Inc.”

SEVENTH: The terms and conditions of the transaction set forth in these Articles and in the Plan of Merger were advised, authorized, and approved by the Constituent Corporations in the manner and by the vote required by their respective Charters and the laws of the State of Maryland. The manner of approval was as follows:

(A) Notice which stated that a purpose of the meeting was to act on the proposed merger was given to the Boards of Directors or Trustees of the Constituent Corporations, respectively, as required by law and their bylaws.

(B) On June 3, 2017, the merger of the Merged Corporations into the Surviving Corporation and the amendment to its Charter as provided at Article SIXTH of these Articles were approved at the annual meeting of the Members and the Board of Directors of the Surviving Corporation by the affirmative vote of two-thirds of the votes entitled to be cast. The Surviving Corporation does not have stockholders and, therefore, stockholder approval is not required to approve the merger. The approval of the Members of the Surviving Corporation was filed among the minutes of the Board of Directors.

(C) On June 3, 2017, the merger of the League of Women Voters of Baltimore County, Inc. into the Surviving Corporation was approved at the annual meeting of the Members and the Board of Directors by the affirmative vote of two-thirds of the votes entitled to be cast. League of Women Voters of Baltimore County, Inc. does not have stockholders and, therefore, stockholder approval is not required to approve the merger. The approval of the Members of the League of Women Voters of Baltimore County, Inc. was filed among the minutes of the Board of Directors.

(D) On June 3, 2017, the merger of The Next Century Endowment Fund, Inc. into the Surviving Corporation was approved at the annual meeting of the Trustees by the affirmative vote of two-thirds of the votes entitled to be cast. The Next Century Endowment Fund, Inc. does not have stockholders and, therefore, stockholder approval is not required to approve the merger. The Next Century Endowment Fund, Inc. does not have members and, consistent with Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, the Trustees of The Next Century Endowment Fund, Inc. also constitute its members and, when meeting as Trustees, have the authority to exercise the rights and powers of members. The approval of the Trustees of The Next Century Endowment Fund, Inc. was filed among the minutes of the Trustees.

EIGHTH: These Articles shall become effective on their filing.