

**PLAN OF MERGER
OF
CANTON CHAMBER OF COMMERCE, INCORPORATED,
MASSENA CHAMBER OF COMMERCE, INC.,
OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.,
AND
ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.
INTO
ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.
THE COALITION FOR BEHAVIORAL HEALTH, INC.**

**UNDER SECTION 902 OF THE NOT-FOR-PROFIT
CORPORATION LAW**

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS
AND SURVIVING CORPORATION

The names of the Constituent Corporations are: CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., and ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. shall be the Surviving Corporation.

ARTICLE II

MEMBERSHIP, HOLDERS OF CAPITAL CONTRIBUTIONS AND SUBVENTIONS

Section 2.1. *Membership.* As Noncharitable Not-for-Profit Corporations, each Constituent Corporation, CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., and ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. maintains a Membership, as defined by Section 601 of the Not-for-Profit Corporation Law.

Section 2.2. *Holders of Certificates Evidencing Capital Contributions or Subventions.* There are no holders of certificates evidencing capital contributions or subventions at CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., or ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

ARTICLE III

STATEMENTS OF ASSETS AND LIABILITIES

The fiscal year for all Constituent Corporations, CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., and ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. commence on the 1st day of January and conclude on the 31st day of December. The assets and liabilities of each Constituent Corporation, CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC., OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., and ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. are more fully described in the following financial information assessments and returns, which are attached hereto and made a part hereof in the manner indicated below:

- EXHIBIT 1: CANTON CHAMBER OF COMMERCE, INCORPORATED, Internal Revenue Service Form 990 Financial Information Return for the Fiscal Year Ending 2021;
- EXHIBIT 2: MASSENA CHAMBER OF COMMERCE, INC., Internal Revenue Service Form 990 Financial Information Return for the Fiscal Year Ending 2020;
- EXHIBIT 3: OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC., Internal Revenue Service Form 990 Financial Information Return for the Fiscal Year Ending 2021; and,
- EXHIBIT 4: ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC., Internal Revenue Service Form 990 Financial Information Return for the Fiscal Year Ending 2021.

ARTICLE IV

TERMS AND CONDITIONS OF PROPOSED MERGER

The manner and basis of converting governing authority in each Constituent Corporation into governing authority and representational interest in the Surviving Corporation was accomplished as set forth herein. In anticipation of the instant Merger, the Boards of Directors of the following Constituent Corporations, CANTON CHAMBER OF COMMERCE, INCORPORATED, MASSENA CHAMBER OF COMMERCE, INC. and OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC. were each entitled to nominate up to three (3) individuals to serve as Directors on the Board of Directors the other Constituent Corporation, ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC., in accordance with the terms of newly Revised Corporate By-Laws intended to represent the interests of all Constituent Corporations to become effective as of the date of Merger.

ARTICLE V

AMENDMENTS OR CHANGES IN CERTIFICATE OF INCORPORATION, AS AMENDED, OF SURVIVING CORPORATION

No changes to the CERTIFICATE OF INCORPORATION, as amended of the Surviving Corporation, ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. are anticipated to be suggested as part of the contemplated Merger.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 6.1. *Effective Date.* The proposed Merger shall become effective on the date of filing by the Department of State. Prior to delivery of said CERTIFICATE OF MERGER for filing with the Department of State, it is, hereby, agreed between the Boards of Directors of the Constituent Corporations that if a later effective date is determined to be advisable, then the CERTIFICATE OF MERGER shall contain a provision specifying such later effective date as is agreed upon by the respective Boards. Said date, pursuant to Section 905(a) of the Not-for-Profit Corporation Law, may not exceed thirty (30) days subsequent to the filing of the CERTIFICATE OF MERGER with the Department of State.

Section 6.2. *Abandonment of Plan.* Notwithstanding authorization of this Plan by either Constituent Corporations, if at any time prior to the filing of a CERTIFICATE OF MERGER by the Department of State it becomes the opinion of the Board of Directors of any of the Constituent Corporations that circumstances have occurred which render it inadvisable to consummate the Merger, this PLAN OF MERGER may be abandoned. The filing of the CERTIFICATE OF MERGER by the Department of State shall conclusively establish that the PLAN OF MERGER has not been abandoned.

Section 6.3. *Expenses of Merger.* The Surviving Corporation, ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. shall pay all the expenses of carrying this PLAN OF MERGER into effect and of accomplishing the Merger or abandoning plans for Merger for any reason whatsoever. Section 6.4. *Purposes of Merger.* The purpose of the Merger is to better enable the Constituent Corporations to advance their respective tax-exempt purposes by minimizing duplication of services and reducing administrative costs associated with conducting similar operations and activities.

ARTICLE VII

ADOPTION OF PLAN OF MERGER

Section 7.1. *Adoption by Canton Chamber of Commerce, Incorporated.* This PLAN OF MERGER was authorized with respect to CANTON CHAMBER OF COMMERCE, INCORPORATED as set forth herein. The Members approved this PLAN OF MERGER, at a duly convened Special Meeting of the Membership held on the ___ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which, again, exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

Section 7.2. *Adoption by Massena Chamber of Commerce, Inc.* This PLAN OF MERGER was authorized with respect to MASSENA CHAMBER OF COMMERCE, INC. as set forth herein. The Members approved this PLAN OF MERGER, at a duly convened Special Meeting of the Membership held on the ___ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which, again, exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

Section 7.3. *Adoption by Ogdensburg Junior Chamber of Commerce.* This PLAN OF MERGER was authorized with respect to OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC. as set forth herein. The Members approved this PLAN OF MERGER, at a duly convened Special Meeting of the Membership held on the ___ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which, again, exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

Section 7.4. *Adoption by St. Lawrence County Chamber of Commerce, Inc.* This PLAN OF MERGER was authorized with respect to ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. as set forth herein. The Members approved this PLAN OF MERGER, at a duly convened meeting of the Membership held on the ___ day of _____ in the year 2023. On the date of the said vote, there were _____ () voting Members of record, of which _____ () appointed authorized voting representatives to cast ballots on their behalf, which, again, exceeded quorum requirements mandated by statute and the By-Laws of said Corporation. Of the _____ () participating voting representatives, the Members authorized and approved the aforementioned measure by a vote of _____ () in favor and _____ () opposed, with _____ () abstentions.

IN WITNESS WHEREOF, this PLAN OF MERGER has been subscribed on behalf of CANTON CHAMBER OF COMMERCE, INCORPORATED by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

CANTON CHAMBER OF COMMERCE, INCORPORATED

By: _____
Erin Casey, *Co-President*

Dated ____ day of _____, 2023
Canton, New York

By: _____
Derek Hetu, *Co-President*

Dated ____ day of _____, 2023
Canton, New York

IN WITNESS WHEREOF, this PLAN OF MERGER has been subscribed on behalf of MASSENA CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

MASSENA CHAMBER OF COMMERCE, INC.

By: _____
Eowyn Doud, *President*

Dated _____ day of _____, 2023
Massena, New York

IN WITNESS WHEREOF, this PLAN OF MERGER has been subscribed on behalf of OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.

By: _____
Elizabeth Porter, *President*

Dated _____ day of _____, 2023
Ogdensburg, New York

IN WITNESS WHEREOF, this PLAN OF MERGER has been subscribed on behalf of ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC. by the undersigned, being a person authorized and entitled to sign this document pursuant to Section 104(d) of the Not-for-Profit Corporation Law.

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

By: _____
Maggie McKenna, *President*

Dated _____ day of _____, 2023
Canton, New York

PLAN OF MERGER

OF

CANTON CHAMBER OF COMMERCE, INCORPORATED,

MASSENA CHAMBER OF COMMERCE, INC.,

OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.,

AND

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

INTO

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

UNDER SECTION 902 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed by:

Michael West, Esq.
New York Council of Nonprofits, Inc.
272 Broadway
Albany, New York 12204
800.515.5012, x151
mwest@nycon.org

Exhibit 1

CANTON CHAMBER OF COMMERCE, INCORPORATED

Internal Revenue Service Form 990

Fiscal Year Ending 2021

Exhibit 2

MASSENA CHAMBER OF COMMERCE, INC.,

Internal Revenue Service Form 990

Fiscal Year Ending 2020

Exhibit 3

OGDENSBURG JUNIOR CHAMBER OF COMMERCE, INC.,

Internal Revenue Service Form 990

Fiscal Year Ending 2021

Exhibit 4

ST. LAWRENCE COUNTY CHAMBER OF COMMERCE, INC.

Internal Revenue Service Form 990

Fiscal Year Ending 2021