

PLAN OF MERGER

BETWEEN

ALLEGHENY VALLEY LAND TRUST (AVLT) AND ARMSTRONG RAILS TO TRAILS ASSOCIATION (ARTA)

This plan of Merger is between Allegheny Valley Land Trust (AVLT), to be renamed Armstrong Trails (AT) and Armstrong Rails to Trails Association (ARTA).

Whereas both AVLT and ARTA are duly formed and constituted Pennsylvania Not for Profit Corporations in good standing and possess 501(c)(3) status under United States tax law; and

Whereas the said corporations, to avoid duplication and strengthen mission have determined to merge; and

Whereas the organizations, through their respective Boards, and with the approval of the membership of ARTA, desire to set forth a plan of merger that is legally binding on both corporations;

Now Therefore, intending to be legally bound and in consideration of the mutual benefits, do hereby agree to merge as follows:

1. The effective date of this merger shall be January 1, 2020.
2. The surviving corporation to this merger shall be AVLT, and as part of the merger process AVLT shall change its corporate name to Armstrong Trails, Inc.
3. Armstrong Trails shall adopt revised bylaws in the form attached hereto and marked Exhibit A.
4. ARTA shall nominate up to two of their current Board members and further shall solicit nominations from their entire membership until October 11, 2019 to be considered as potential Board members of Armstrong Trails. ARTA Board members and other members seeking to be considered for an Armstrong Trails board position may either submit their Letter of Interest to ARTA or to the AVLT Board of Directors. The Allegheny Valley Land Trust Board will interview the prospective candidates and select from those nominations received, up to 2 individuals, who shall be elected as Board members of Armstrong Trails effective January 1, 2020, in accordance with the attached Armstrong Trails bylaws. These board members shall be appointed to an initial 1-year and 2-year term.
5. The business affairs of ARTA shall be wound up and two equal and separate Board restricted funds shall be established with the net cash assets of ARTA. These two funds shall thereafter be used for the purposes of the two standing committees set forth in the

Bylaws, namely, Historical/Interpretation and Fundraising/Events. These funds may be separated by accounting practices and need not be otherwise segregated.

6. It is intended that the previous functions of ARTA shall be delegated to, and conducted by, these two standing committees. Said committees shall organize appropriately and thereafter manage and maintain a group of volunteers similar to the former membership of ARTA; provide for historical preservation and interpretation; conduct and perform trail construction, maintenance and improvement; conduct fund raising activities for specific projects or the general purposes of the corporation; publicize the trail; maintain communications between trail supporters and the general public such as a website; and generally advise the board on the views of the volunteer trail supporters.
7. The Mission Statement of AT shall be: _____ but may be revised from time to time by AT.
8. AVL T shall cause to be filed with the Commonwealth of Pennsylvania, Internal Revenue Service and any other appropriate bodies, any documents required to effectuate this merger and change of name; terminate the business affairs of ARTA and; obtain any approvals required by law.
9. Pursuant to these terms, all assets, liabilities, rights interests and titles of ARTA shall pass to AVL T (AT) the effective date of the merger.

Witness the hands and seals of the President and Secretary of both corporations indicating the unanimous approval of all of the directors and a majority approval vote of the membership of ARTA.

Jerry Longwell, President
Allegheny Valley Land Trust

President
Armstrong Rails to Trails Association

Lee Calarie, Secretary
Allegheny Valley Land Trust

Secretary
Armstrong Rails to Trails Association