

**PLAN OF MERGER
OF
CHURCH OF THE NAZARENE OF BEAVERTON AND
EDEN COMMUNITY CHURCH OF THE NAZARENE
WITH AND INTO
THE FIRST CHURCH OF THE NAZARENE OF PORTLAND, OREGON**

This PLAN OF MERGER, by and between the Church of the Nazarene of Beaverton, an Oregon nonprofit religious corporation with members ("**Beaverton Nazarene**"), Eden Community Church of the Nazarene, an Oregon nonprofit religious corporation with members ("**Eden Community Nazarene**"), and The First Church of the Nazarene of Portland, Oregon, an Oregon nonprofit religious corporation with members ("**Portland Nazarene**"), is effective as of April 1, 2020, or such later date as the date Articles of Merger are filed with the Secretary of State of the State of Oregon (the "**Effective Date**").

1. Merger. On the Effective Date, Beaverton Nazarene and Eden Community Nazarene shall, pursuant to the provisions of Oregon Revised Statutes sections 65.481 through 65.504, be merged with and into Portland Nazarene. Following the Effective Date, Portland Nazarene shall (a) be the surviving corporation ("**Surviving Corporation**"), (b) remain an Oregon nonprofit religious corporation with members, and (c) otherwise continue to exist as the Surviving Corporation under the same name, all in accordance with its present articles of incorporation (as amended by Section 3 below) and bylaws until such are amended in accordance with their terms.
2. Effect. As of the Effective Date, the separate existence of both Beaverton Nazarene and Eden Community Nazarene (each, a "**Terminating Corporation**" and collectively, the "**Terminating Corporations**") shall cease in accordance with the provisions of the Oregon Revised Statutes, and all assets and liabilities of the Terminating Corporations shall become the assets and liabilities of the Surviving Corporation.
3. Amendment to Articles of Incorporation. In order to bring the present articles of incorporation of Portland Nazarene in to compliance with the Manual of the Church of Nazarene 2017-2021, the following provision shall be added as a new Article Five to the articles of incorporation of Portland Nazarene:

"FIFTH

In the event that the Church shall ever be dissolved or liquidated, any and all assets shall be distributed to the District Advisory Board of the Church of the Nazarene."

4. Directors and Officers. The directors and officers of the Surviving Corporation in office on the Effective Date shall be and remain the members of the board of directors and the officers of the Surviving Corporation, and shall hold their respective directorships and

offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Members of the Surviving Corporation. Immediately prior to the Effective Date, Beaverton Nazarene, Eden Community Nazarene, and Portland Nazarene, all have members, as described in Oregon Revised Statute section 65.001(26). By virtue of the merger transaction contemplated herein, the membership of each member in Beaverton Nazarene, Eden Community Nazarene, and Portland Nazarene shall become membership for each such member in the Surviving Corporation with no further action required to be taken by the Surviving Corporation to convert such memberships.
6. Approval by Surviving Corporation. Prior to the Effective Date, this Plan of Merger will be approved by at least a two-thirds majority of all of the members of the Surviving Corporation and will have been approved by the board of directors of the Surviving Corporation and by such other persons as required by the Articles of Incorporation or bylaws of the Surviving Corporation, or as otherwise required by the Oregon Revised Statutes.
7. Approval by Terminating Corporation. Prior to the Effective Date, this Plan of Merger will be approved by each board of directors of the Terminating Corporations as required by Oregon Revised Statutes section 65.487, or as otherwise required by the articles of incorporation and bylaws of the Terminating Corporations.
8. Further Assurances. The Surviving Corporation and the Terminating Corporations will do all such things, provide all such reasonable assurances, and execute such additional documents or instruments as may be required by the other and as may be reasonably necessary or desirable to effect the purpose of this Plan of Merger and to carry out its provisions.