

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

BOOK 1137 PAGE 228

PLAN AND AGREEMENT OF MERGER dated as of June 23, 1980, by and between the Young Men's Christian Association of Greer, South Carolina, Inc., a South Carolina corporation ("Greer YMCA") and the Young Men's Christian Association of Greenville, South Carolina, a South Carolina corporation ("Greenville YMCA").

W I T N E S S E T H :

WHEREAS, the respective Board of Directors of each of the aforementioned YMCAs deem it advisable and in the best interest of each such corporation and their respective members that the Greer YMCA be dissolved and its assets merged with and into the Greenville YMCA in the manner contemplated herein (the "Merger") and have adopted resolutions approving this Plan and Agreement of Merger (the "Plan");

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions herein contained, the parties to the Plan do hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

1. The Merger shall become effective, and the separate existence of the Greer YMCA will cease and the Greer YMCA will be merged with and into the Greenville YMCA, which shall be the surviving corporation, as of 12:01 a.m., September 1, 1980. Such date and time shall be the "Effective Date of the Merger," as said term is used in the Plan.
2. The Articles of Incorporation of the Greenville YMCA, as heretofore amended and as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
3. The Bylaws of the Greenville YMCA, as in effect on the Effective Date of the Merger, shall be the Bylaws of the Surviving Corporation.
4. The directors and officers of the Greenville YMCA on the Effective Date of the Merger shall continue to be the directors and officers of the Surviving Corporation, subject to the provisions of the Bylaws of the Surviving Corporation as to their terms of office, removal, election of successors and otherwise. As soon as possible after the Effective Date of the Merger, one member from the Greer YMCA will be elected to the Board of Directors of the Greenville YMCA.
5. After the Effective Date of the Merger, each member of the Greer YMCA shall automatically become a member in good standing of the Greenville YMCA.
6. After adoption and approval of the Plan, pursuant to the provisions hereof, together with Articles of Merger substantially in the form attached hereto as Exhibit I (the "Articles of Merger") and such other documents as may be required by the laws of the State of South Carolina or requested by the appropriate officials of the State of South Carolina, shall be filed with the Secretary of State of South Carolina and with such other local, regional and national offices of the Young Men's Christian Association as are deemed necessary and appropriate to consummate the Merger.

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