

Overview of Merger Process

Stage	Documents	Purpose	Status
Internal analysis and due diligence	<ul style="list-style-type: none"> • Due diligence request • Client and XYZ contracts (review) 	<ul style="list-style-type: none"> • helps determine the structure of the transaction • identify consents needed to carry out the transaction 	Completed by O&T
Merger agreement	<ul style="list-style-type: none"> • Agreement of Merger • Officers' Certificates • Amendment to Client's articles of incorporation 	<ul style="list-style-type: none"> • Agreement of Merger is the central agreement committing Client and XYZ to merge • signed following board approval, and filed with the Secretary of State's office following the 20-day notice period (described below) • attaches Officers' Certificates required by statute • includes Certificate of Amendment to change corporate name to "[_____]" • merger becomes effective upon the date specified in the filing 	O&T drafts sent ____, 2020
Board approvals	<ul style="list-style-type: none"> • Board resolutions for Client • Board resolutions for XYZ 	<ul style="list-style-type: none"> • formally document the decision by both Boards, including the termination of the [_____] Agreement 	O&T draft sent ____, 2020
Third-party consents and notices	<ul style="list-style-type: none"> • Consents for third parties listed below 	<ul style="list-style-type: none"> • provide notice or seek consent from parties as required under Client and XYZ's existing contracts 	O&T drafts sent ____, 2020
Notice to Attorney General	<ul style="list-style-type: none"> • Letter to Attorney General (with merger documents enclosed) 	<ul style="list-style-type: none"> • provides 20-days' notice to AG as required by California law • describes material facts and reasons for the merger • includes the merger agreement, Board resolutions, a current financial statement, and other supporting documents 	O&T draft sent ____, 2020
Post-merger documents and filings	<ul style="list-style-type: none"> • [_____] form submitted by XYZ within 30 days • Final XYZ Form 990 filed within 4.5 months • Final XYZ CA state tax return • Notices to other XYZ contracting parties 	<ul style="list-style-type: none"> • satisfies post-closing regulatory obligations, including tax filings • notifies XYZ contracting parties about transaction (e.g. [_____]) 	

Third-party consents

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|---|---|
| <input type="checkbox"/> [party]: [document], dated [_____, 20__] | <input type="checkbox"/> [_____] Foundation : [_____] Agreement, dated [_____, 20__] |
| <input type="checkbox"/> [party]: [document], dated [_____, 20__] | <input type="checkbox"/> [_____] Foundation : letter dated [_____, 20__] |
| <input type="checkbox"/> [party]: [document], dated [_____, 20__] | <input type="checkbox"/> [party]: letter dated [_____, 20__] |
| <input type="checkbox"/> [_____] Bank : Business Loan Agreement, dated [_____, 20__] | <input type="checkbox"/> [_____] Foundation : letter dated [_____, 20__] |