PLAN OF MERGER

OF

ANSONIA INDEPENDENT DEMOCRATIC CLUB INC.
(a New York not-for-profit corporation)

AND

PARK RIVER DEMOCRATIC CLUB INC.
(a New York not-for-profit corporation)

AND

COMMUNITY FREE DEMOCRATS, INC.
(a New York not-for-profit corporation)

INTO

WEST SIDE DEMOCRATS INC.
(a New York not-for-profit corporation)

UNDER ARTICLE IX OF THE
NEW YORK NOT-FOR-PROFIT CORPORATION LAW

This PLAN OF MERGER (this “Agreement”), dated as of January [__], 2020, is entered into by and between ANSONIA INDEPENDENT DEMOCRATIC CLUB INC. dba Ansonia Independent Democrats (“Ansonia”), PARK RIVER DEMOCRATIC CLUB INC. dba Park River Independent Democrats (“PRID”) and COMMUNITY FREE DEMOCRATS, INC. dba Community Free Democrats (“CFD”; each of Ansonia, PRID and CFD a “Merged Corporation” and collectively, the “Merged Corporations”), each a not-for-profit corporation incorporated under the laws of the State of New York, and WEST SIDE DEMOCRATS INC., to be incorporated as a not-for-profit corporation under the laws of the State of New York (the “Consolidated Corporation”).

WHEREAS, each Merged Corporation desires to merge itself into the Consolidated Corporation, so that the separate existence of each Merged Corporation shall cease as soon as the merger shall become effective, and thereupon each Merged Corporation and the Consolidated Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of New York;

NOW, THEREFORE, in consideration of the premises and of the mutual representations, warranties, covenants and agreements contained herein, and in accordance with the applicable provisions of the New York Not-For-Profit Corporation Law (the “N-PCL”), each Merged Corporation and the Consolidated Corporation hereby agree that the Merged Corporations shall be merged with and into the Consolidated Corporation, which shall be the surviving
corporation and shall continue its existence under the laws of the State of New York, and that the plan, terms and conditions of such merger shall be as follows:

1. The Consolidated Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of section 102 of the N-PCL, formed exclusively for a purpose or purposes, not for pecuniary profit or financial gain, for which a corporation may be formed under this chapter, and (2) no part of the assets, income or profit of which is distributable to, or enures to the benefit of, its members, directors or officers except to the extent permitted under this statute.

2. The Consolidated Corporation is formed as a non-charitable corporation pursuant to Section 201 of the N-PCL.

3. No consent of or approval of any state official, department, board, agency or other body is required in connection with the formation of the Consolidated Corporation or the merger of the Merged Corporations into the Consolidated Corporation.

4. The office of the Consolidated Corporation is to be located in the County of New York, State of New York.

5. The initial officers and directors of the Consolidated Corporation are:

   President and Director: Richard Oppenheimer
   Treasurer and Director: Robert Gottheim
   Vice Presidents and Directors: Lauren Browdy
                                Joan Dean
                                Alan Handell
                                Michelle Kinney
                                David Ostwald
   Secretary and Director: ________________________
   Non-Officer Directors: Alexander Barrett
                         Debra Cooper
                         Georgette Gittens
                         Corey E. Haber
                         Jason S. Haber
                         Joshua B. Kinberg
                         Marc A. Landis
                         Janice D. Oppenheimer
                         Joan Paylo

6. The President, subject to the approval of a majority of the directors, shall appoint a Constitution Committee, which shall include at least one member from each of the Merged Corporations. The Constitution Committee shall prepare a proposed Constitution and By-Laws for the Consolidated
Corporation. The proposed Constitution and By-Laws shall be approved by a majority of the directors prior to any vote by the Voting Members to adopt same.

7. The Consolidated Corporation designates the Secretary of State of the State of New York as the agent of the Consolidated Corporation upon whom process may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Consolidated Corporation shall be: Phillips Nizer LLP (attention: M. Landis), 485 Lexington Avenue, New York, New York 10017.

8. With respect to each of the Merged Corporations:

  a. As of the date hereof, Ansonia has [__] voting members and no non-voting members. There are no holders of any certificates evidencing capital contributions or subventions.

  b. As of the date hereof, PRID has [__] voting members and no non-voting members. There are no holders of any certificates evidencing capital contributions or subventions.

  c. As of the date hereof, CFD has [__] voting members, [__] former voting members who are eligible to participate as voting members of CFD upon payment of current (and in some cases, prior year’s) dues, and no non-voting members. There are no holders of any certificates evidencing capital contributions or subventions.

9. The membership of the Consolidated Corporation shall be determined as follows:

  a. Each person who was a voting member of any Merged Corporation during any of the calendar years 2017, 2018 and 2019 shall be eligible to be a Voting Member in the Consolidated Corporation upon payment of 2020 annual membership dues as defined herein (“Dues”).

  b. Any person shall be eligible to be a New Voting Member in the Consolidated Corporation upon payment of 2020 Dues who (a) was not a voting member of any Merged Corporation during any of the calendar years 2017, 2018 and 2019; (b) is over the age of 12 years old; (c) is not enrolled in any political party other than the Democratic Party; (d) has a voting or other primary residence in the 67th Assembly District and the 69th Assembly District (or successor districts thereto) or within the area bounded on the south by the north side of West 41st Street, on the east by the west side of Eighth Avenue, Central Park West and Frederick Douglass Boulevard, on the north by the south side of West 125th Street and on the west by the Hudson River (the “District”); and (e) subscribes
to the following goals of the Consolidated Corporation: to serve the needs of the community; to promote and organize progressive opinion on local, state and national issues; to democratize the political process and encourage popular involvement in it; to make the Democratic Party an effective vehicle for peace, progress and social justice; and to promote candidates for public and party office dedicated to peace, progress and social justice.

c. Any member who was not a voting member of any Merged Corporation during any of the calendar years 2017, 2018 and 2019 and resides outside the District but wishes to become a Voting Member may seek a waiver of the residency requirement by majority vote of the Board of Directors.

d. The Board of Directors shall have 60 days in which to reject any application for membership by a majority vote. Any such rejection of an application for membership can be overridden by a majority vote of the club membership.

e. Voting Members may vote on endorsements (including endorsements of candidates for public and party office, for which the power is expressly reserved to Voting Members, subject to determination of other procedures for endorsing, in conjunction with other political organizations, candidates for office in political subdivisions larger than the District), in the Consolidated Corporation’s elections and the adopted of the Consolidated Corporation’s Constitution and By-Laws or amendments thereto. A New Voting Member may not vote on such items until 60 days after initially joining the Club, at which time such New Voting Member will be treated as a Voting Member.

f. Notwithstanding any other provision contained herein, no person shall be considered a Voting Member or New Voting Member who has voted in any matter within the past 60 days or is otherwise considered eligible to vote in any other district-based political club or who has run for or been appointed to any public or party or club office including judicial delegate or alternate judicial delegate or member of the Democratic county committee at any district-based political club in 2019 or 2020 other than the Merged Corporations, except that any member to whom this rule applies who resigns their voting membership in their former political club may seek a waiver of this section by majority vote of the Board of Directors.

g. Any member other than a Voting Member or a New Voting Member (a “Non-Voting Member”) may join the Consolidated Corporation upon payment of Dues but shall have no right to participate in any vote, endorsement or other matter of the Consolidated Corporation.
h. Dues of the Consolidated Corporation for 2020 shall be established in the amount of $30 regular membership, $15 student, senior or limited income.

10. After the effective time of the merger, but no later than December 31, 2020, the President of the Consolidated Corporation shall call a meeting of Voting Members to consider the approval of the Constitution and By-Laws approved by the directors. Thereafter, the Voting Members shall elect officers and directors as set forth in such Constitution and By-Laws. Voting Members of the Consolidated Corporation shall be provided with not less than ten (10) days’ notice by electronic mail prior to any such meeting.

11. The effective date of the merger shall be as of the filing of the Certificate of Merger with the Secretary of State of the State of New York. The effect of the merger shall be as provided in Section 905 of the N-PCL and as provided in this Plan of Merger.

12. From and after the effective time of the merger, the separate existence of the Merged Corporations shall cease, and the Consolidated Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the N-PCL.

13. From and after the effective time of the merger, the Certificate of Incorporation of the Consolidated Corporation, shall continue to be the Certificate of Incorporation of the Consolidated Corporation immediately after the effective time of the merger, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the N-PCL.

14. The proper officers of each Merged Corporation and the Consolidated Corporation shall make and execute the aforementioned Certificate of Merger setting forth the terms of this Agreement to merge each Merged Corporation with and into the Consolidated Corporation, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever necessary or proper to effect this merger.

15. Each Merged Corporation and the Consolidated Corporation represent and warrant that the proposed merger contemplated in this Agreement has been adopted and approved in accordance with the laws of the State of New York.
IN WITNESS WHEREOF, each Merged Corporation and the Consolidated Corporation have caused this Plan of Merger to be duly executed as of the day and year first above written.

MERGED CORPORATION: ANSONIA INDEPENDENT DEMOCRATIC CLUB, INC.

By: __________________________
   Name: _______________________
   Title: ________________________

MERGED CORPORATION: PARK RIVER DEMOCRATIC CLUB, INC.

By: __________________________
   Name: _______________________
   Title: ________________________

MERGED CORPORATION: COMMUNITY FREE DEMOCRATS, INC.

By: __________________________
   Name: _______________________
   Title: ________________________

CONSOLIDATED CORPORATION: WEST SIDE DEMOCRATS INC.

By: __________________________
   Name: _______________________
   Title: ________________________