



TEXAS CREDIT UNION DEPARTMENT

CERTIFICATE OF MERGER

The undersigned Chairpersons and Secretaries of _____
Credit Union and _____ Federal Credit Union, respectively,
do hereby certify the following matters to be true and correct:

On the _____ day of _____, 20____, the Board of Directors of
_____ Credit Union met in _____, Texas, and there voted to
enter into a plan of merger with _____ Federal Credit Union under the
terms of which _____ Federal Credit Union would be merged into
_____ Credit Union. The vote was _____ directors in favor of the merger
and _____ directors against the merger.

On the _____ day of _____, 20____, the Board of Directors of
_____ Federal Credit Union met at _____, in
_____, Texas, and there voted to enter into a plan of merger with
_____ Credit Union under the terms of which _____
Federal Credit Union would be merged into _____ Credit Union. The vote
was _____ directors in favor of the merger and _____ directors against the merger.

_____ Credit Union is the surviving corporation.

A copy of the resolution by which the plan of merger was approved is attached hereto.

_____ Credit Union _____ Federal CU

by _____
Chairman

by _____
Chairman

Secretary

Secretary

State of Texas §

County of §

This instrument was acknowledged before me on _____, 20____, by _____ as Chairman and _____ as Secretary of _____ Credit Union.

Notary Public, State of Texas

State of Texas §

County of §

This instrument was acknowledged before me on _____, 20____, by _____ as Chairman and _____ as Secretary of _____ Federal Credit Union.

Notary Public, State of Texas

Approved this _____ day of _____, 19____

Credit Union Commissioner



TEXAS CREDIT UNION DEPARTMENT
PLAN OF MERGER

_____ Credit Union, whose address is _____
_____ and _____ Federal Credit Union whose
address is _____ propose to merge in accordance with
Texas Finance Code, Title 3, Subtitle D, Chapter 122, Subchapter D, Sections 122.151 - 155 on
the following terms and conditions:

1. The name of the surviving credit union is: _____.
2. The effective date of the merger is the date that the records of the credit unions are combined, after receiving final approval by the Credit Union Commissioner.
3. The Articles of Incorporation of the surviving credit union will remain in effect unchanged.
4. Upon the effective date of the merger, all property, property rights, and interests of the merged credit union vest in the surviving credit union without deed, endorsement, or other instrument of transfer, and all debts, obligations, and liabilities of the merged credit union will be assumed by the surviving credit union under whose charter the merger is effected.
5. Additional items to this plan are included as an addendum.
6. The signatures affixed hereto constitute a majority of the board of directors of each credit union.
7. The board of directors hereby request the Credit Union Commissioner to waive the requirement that the Plan of Merger be approved by the members of the state-chartered credit union.

_____ Credit Union _____ Federal CU

- | | |
|----------|----------|
| 1. _____ | 1. _____ |
| 2. _____ | 2. _____ |
| 3. _____ | 3. _____ |
| 4. _____ | 4. _____ |
| 5. _____ | 5. _____ |
| 6. _____ | 6. _____ |
| 7. _____ | 7. _____ |



TEXAS CREDIT UNION DEPARTMENT

MERGER RESOLUTION

BE IT RESOLVED that the Board of Directors of _____

Federal Credit Union hereby approves its merger with _____
Credit Union under the terms of which _____ Credit Union will
be the surviving corporation; and

BE IT FURTHER RESOLVED that the effective date of the merger is the date that the records of the credit unions are combined, after receiving final approval by the Credit Union Commissioner; and

BE IT FURTHER RESOLVED that upon the effective date of the merger, all property, property rights, and interests of the merged credit union shall vest in the surviving credit union without deed, endorsement, or other instrument of transfer, and all debts, obligations, and liabilities of the merged credit union will be assumed by the surviving credit union under whose charter the merger is effected; and

BE IT FURTHER RESOLVED that the Articles of Incorporation of the surviving credit union will remain in effect unchanged.

BE IT FURTHER RESOLVED that the board of directors of _____
Credit Union will request that the Credit Union Commissioner waive the requirement that the Plan of Merger be approved by the members.

CERTIFICATION

We, the undersigned Chairperson and Secretary of _____
Federal Credit Union, hereby certify to the Texas Credit Union Department that the foregoing is a full, true, and correct copy of a resolution adopted by the Board of Directors of the credit union at a meeting duly called and in accordance with the bylaws of the credit union on _____, 20____; at which a quorum was present and voted and that said resolution is duly recorded in the minutes of said meeting and has not been modified, amended, rescinded or repealed and is still in force and effect.

Chairperson

Date

Secretary

Date



TEXAS CREDIT UNION DEPARTMENT

MERGER RESOLUTION

BE IT RESOLVED that the Board of Directors of _____ Credit Union hereby approves its merger with _____ Federal Credit Union under the terms of which _____ Credit Union will be the surviving corporation; and

BE IT FURTHER RESOLVED that the effective date of the merger is the date that the records of the credit unions are combined, after receiving final approval by the Credit Union Commissioner; and

BE IT FURTHER RESOLVED that upon the effective date of the merger, all property, property rights, and interests of the merged credit union shall vest in the surviving credit union without deed, endorsement, or other instrument of transfer, and all debts, obligations, and liabilities of the merged credit union will be assumed by the surviving credit union under whose charter the merger is effected; and

BE IT FURTHER RESOLVED that the Articles of Incorporation of the surviving credit union will remain in effect unchanged; and

BE IT FURTHER RESOLVED that the board of directors of _____ Credit Union will request that the Credit Union Commissioner waive the requirement that the Plan of Merger be approved by the members.

CERTIFICATION

We, the undersigned Chairperson and Secretary of _____ Credit Union, hereby certify to the Texas Credit Union Department that the foregoing is a full, true, and correct copy of a resolution adopted by the Board of Directors of the credit union at a meeting duly called and in accordance with the bylaws of the credit union on _____, 20____; at which a quorum was present and voted and that said resolution is duly recorded in the minutes of said meeting and has not been modified, amended, rescinded or repealed and is still in force and effect.

Chairperson

Date

Secretary

Date