

**PLAN OF MERGER**  
**BETWEEN**  
**DIGITAL LIBRARY FEDERATION**  
**AND**  
**COUNCIL ON LIBRARY AND INFORMATION RESOURCES**

This Plan of Merger is entered into by and between the Digital Library Federation, a non-profit corporation organized in the District of Columbia, and the Council on Library and Information Resources, a non-profit corporation organized in the District of Columbia, for the purpose of merging, at the Effective Date (as defined below) pursuant to the provisions of the District of Columbia Non-profit Corporation Act and the following agreements, terms and provisions set forth herein (the “Merger”):

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is Council on Library and Information Resources, a non-profit corporation organized in the District of Columbia (the “Surviving Corporation”). The name and jurisdiction of the merging entity is Digital Library Federation, a non-profit corporation organized in the District of Columbia (the “Merging Corporation”).

2. **Effective Date.** The proposed effective date and time for the merger is June 30, 2009, at the close of business (the “Effective Date”).

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until thereafter changed or amended as provided therein or by applicable law.

4. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation from and after the Effective Date until thereafter changed or amended as provided therein or by applicable law.

5. **Approval.** Upon approval of this Plan of Merger by the Board of Directors of the Surviving Corporation and the Board of Trustees of the Merging Corporation, the proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger contemplated by this Plan of Merger.

6. **Termination.** Notwithstanding the approval of this Plan of Merger by the Board of Directors of the Surviving Corporation and the Board of Trustees of the Merging Corporation, the Merger may be abandoned at any time prior to the Effective Date, but not later than the

Effective Date, upon the consent of both the Surviving Corporation and the Merging Corporation.

7. **Miscellaneous.** This Plan of Merger shall be construed in accordance with the laws of the District of Columbia. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise. This Plan of Merger may not be amended, changed or modified except by a writing signed by both of the Surviving Corporation and the Merging Corporation.

8. **Representations.** Each of the Surviving Corporation and the Merging Corporation hereby makes the following representations to the other:

(a) it has no audit, inquiry, or investigation pending by the IRS or other federal or state agency;

(b) it is not involved in any litigation and is not subject to any contract the fulfillment of which will prevent the merger or require third-party consent to it, or jeopardize the implementation of the Merging Corporation's program in the Surviving Corporation;

(c) it is not a party to any foundation or other grant which will prevent the merger or require third-party consent to it, or jeopardize the implementation of the Merging Corporation's program in the Surviving Corporation;

(d) as of the Effective Date, there have been no material adverse changes in its affairs or net worth as presented in the financial statements disclosed to the other party prior to the Effective Date.

9. **Board of Directors of Surviving Corporation.** The Board of Directors of the Surviving Organization elected two additional members from the Board of Trustees of the Merging Corporation to serve for 3-year terms beginning on the date of their election. These two persons are eligible for successive terms on the Board of Directors of the Surviving Corporation in accordance with the Bylaws of the Surviving Corporation.

10. **Final Tax and Other Documents for the Merging Corporation.** The Surviving Corporation will arrange the timely filing of IRS Form 990 for the Merging Corporation for the period ending June 30, 2009, subject to the review, approval and signature by the officers of the Merging Corporation. The Surviving Corporation and the officers of the Surviving Corporation will do likewise for any other returns, reports or other filings required of the Merging Corporation relating to a pre-Effective Date period or date.

11. **Letter of Intent.** The provisions of the Letter of Intent entered into by the Surviving Corporation and the Merging Corporation in anticipation of the Merger, a copy of which is attached hereto as Exhibit A, are incorporated herein and made a part of the Plan of Merger. Consistent therewith, the Surviving Corporation shall continue the program activities historically carried out by the Merging Corporation as a program of the Surviving Corporation

and the sponsors of the Merging Corporation will become “charter sponsors” of the Surviving Corporation with the rights, obligations, and privileges attendant thereto.

12. **Counterparts.** The Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

**DIGITAL LIBRARY FEDERATION**

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By: Wendy Pradt Lougee  
Its: President

\_\_\_\_\_  
Date

**COUNCIL ON LIBRARY AND INFORMATION RESOURCES**

\_\_\_\_\_  
By: Charles Henry  
Its: President

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Date

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