

THE FELLOWSHIP OF GRACE BRETHREN CHURCHES, INC.

Notice Regarding Meeting of Members

A meeting of the members of The Fellowship of Grace Brethren Churches, Inc., d/b/a Charis Fellowship (“Charis Fellowship”) will be held Tuesday, August 31, 2021, beginning at 7:00 p.m. Eastern Time. The meeting will be held via Zoom, the online conferencing site, and instructions for accessing the meeting will be emailed to the members (or their delegates, once known) before the meeting date.

The primary purpose of the meeting will be for the members (acting through their delegates) to evaluate and potentially approve the proposed merger of Charis Fellowship with The Brethren Missionary Herald Company, Inc., d/b/a GraceConnect and BMH Books (“BMH”), as outlined in the Plan of Merger, which is attached to this Notice as Exhibit A.

If the merger is approved, Charis Fellowship shall be the Surviving Corporation. Charis Fellowship shall continue its existence as a nonprofit corporation organized and operated under the laws of the State of Indiana, and the separate existence of BMH shall cease. Further, all membership interests in BMH will not continue, and BMH’s Members will not become members of Charis Fellowship. All operations, assets, and liabilities of BMH will become the operations, assets, and liabilities of Charis. The brands and work of Grace Connect and BMH Books will become part of Charis Fellowship, and the Fellowship Council of Charis Fellowship will become the governing board over operations.

The corporate governing documents of Charis Fellowship in effect at and as of the effective date of the merger shall be the governing documents of the Surviving Corporation. These governing documents are available on the Charis Fellowship website. Hard copies of these documents (or a link to them) also will be provided to Members or their delegates upon request.

PLAN OF MERGER

This PLAN OF MERGER (the “**Plan of Merger**”) is made and entered into by and between The Brethren Missionary Herald Company, Inc. (“**BMH**”), an Indiana nonprofit corporation, and The Fellowship of Grace Brethren Churches Inc d/b/a Charis Fellowship (“**Charis Fellowship**”), an Indiana nonprofit corporation (hereinafter together referred to as the “**Constituent Corporations**”).

RECITALS

WHEREAS, BMH has been organized and operated as a nonprofit corporation under the laws of the State of Indiana since August 26, 1941;

WHEREAS, Charis Fellowship has been organized and operated as a nonprofit corporation under the laws of the State of Indiana since July 17, 1986;

WHEREAS, the Members and Board of Directors of BMH, and the Members and Fellowship Council of Charis Fellowship, deem it advisable and in the best interests of each Constituent Corporation that the Constituent Corporations merge pursuant to IC 23-17-19 of the Indiana Code in a transaction where Charis Fellowship is the surviving corporation; and

WHEREAS, Charis Fellowship, as the surviving corporation, will continue to operate in furtherance of the exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax code (the “**Code**”), to the exclusion of any activities not permitted to be carried on by corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed by and between the Constituent Corporations that the terms and conditions of the merger memorialized in this Plan of Merger shall be as follows:

1. Adoption of Plan of Merger. The Constituent Corporations have agreed to merge pursuant to the provisions of IC 23-17-19 of the Indiana Code, to be effectuated in the manner set forth herein. The Constituent Corporations will promptly take such actions, in addition to those specified in this Plan of Merger, as are necessary to effectuate the merger.

2. Merger of Constituent Corporations. The Constituent Corporations hereby agree that the Constituent Corporations will merge and Charis Fellowship will be the surviving corporation in the merger (hereinafter individually referred to as the “**Surviving Corporation**”). Immediately following the merger, the Surviving Corporation shall continue its existence as a nonprofit corporation organized and operated under the laws of the State of Indiana and the separate existence of BMH shall cease.

3. Membership. Immediately following the merger, all membership interests in BMH shall cease to be outstanding, be cancelled and retired and cease to exist.

4. Name and Purposes of Surviving Corporation. The name of the Surviving Corporation will be The Fellowship of Grace Brethren Churches Inc d/b/a Charis Fellowship. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted will not be amended.

5. Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of Charis Fellowship in effect at and as of the effective date of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.