

MERGER AGREEMENT

1. The Boards of Directors of Ohio Chapter/American Academy of Pediatrics an Ohio 1702 nonprofit corporation, and the Board of Directors of Ohio AAP Foundation, an Ohio 1702 nonprofit corporation (the Ohio AAP Foundation being a 501(c)(3) corporation under the Internal Revenue Code), have voted to approve a merger of Ohio Chapter/American Academy of Pediatrics into Ohio AAP Foundation, which shall be the surviving corporation.
2. The name of the surviving corporation shall be Ohio Chapter/American Academy of Pediatrics.
3. The principal office of the surviving corporation shall be at 94-A Northwoods Blvd., Columbus, Ohio 43235.
4. The names and addresses of the first directors and officers of the surviving corporation are as follows:

President and Director

Andrew Garner, MD, PhD, FAAP
31304 Aldrich Drive
Bay Village, OH 44140

President Elect and Director

Robert Murray, MD, FAAP
1629 Berkshire Road
Columbus, OH 43221

Treasurer and Director

Michael Gittelman, MD, FAAP
620 Innisfree Lane
Cincinnati, OH 45255

Secretary

Melissa W. Arnold
94-A Northwoods Blvd.
Columbus, OH 43235

Director and Immediate Past President

Judith Romano, MD, FAAP
69519 Forest Drive
Martins Ferry, OH 43935

Director

Jonathan Thackeray, MD, FAAP
655 East Livingston Ave.
Columbus, OH 43205

Director

Sarah Denny, MD, FAAP
182 East New England Ave.
Worthington, OH 43085

Director

Kelsey Logan, MD, FAAP
3569 Interwood Ave.
Cincinnati, OH 45220

5. The statutory agent of the surviving corporation shall be Melissa W. Arnold, 94-A Northwoods Blvd., Columbus, OH 43235.

6. That all bank accounts, other assets, and contracts of Ohio Chapter/American Academy of Pediatrics are to be transferred to and shall vest in the surviving corporation, whose name will be changed to Ohio Chapter/American Academy of Pediatrics, and steps shall be taken to consolidate insurance policies for appropriate coverage on the surviving corporation.

7. The Articles of Ohio AAP Foundation are amended as set forth in the attached Amendments to the Articles.

8. Regulations for the surviving corporation may be approved by the Board of Directors of that corporation.

8. Melissa W. Arnold, Secretary for both corporations, shall do all things necessary to implement the merger, including acting as the appropriate representative for both corporations for completing the Certificate of Merger and filing it with the Ohio Secretary of State and ensuring that appropriate state and federal agencies are properly notified.

President of Ohio Chapter/American Academy of Pediatrics

Andrew Garner, MD, PhD, FAAP

Secretary of Ohio Chapter/American Academy of Pediatrics

Melissa W. Arnold

President Ohio AAP Foundation

Charles Spencer, MD, FAAP

Secretary of Ohio AAP Foundation

Melissa W. Arnold