

ARTICLES OF MERGER
OF
NORTH CAROLINA SOCIETY OF SURVEYORS
SCHOLARSHIP FOUNDATION, INC.
INTO
NCSS EDUCATION FOUNDATION, INC.

Pursuant to Section 55A-11-04 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic nonprofit corporations.

1. The name of the surviving corporation is NCSS Education Foundation, Inc., a nonprofit corporation organized under the laws of North Carolina; the name of the merged corporation is North Carolina Society of Surveyors Scholarship Foundation, Inc., a nonprofit corporation organized under the laws of North Carolina.

2. Attached hereto as Exhibit A and incorporated herein by reference is a copy of the Plan of Merger dated February 4, 2005 that was duly approved in the manner prescribed by law for each of the corporations participating in the merger.

3. With respect to the surviving corporation, member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.

4. With respect to the merged corporation, member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.

5. These articles will be effective upon filing.

This the 4th day of February, 2005.

NCSS EDUCATION FOUNDATION, INC.

By: _____
Mark S. Schall, President

Exhibit A

PLAN OF MERGER
between
NORTH CAROLINA SOCIETY OF SURVEYORS
SCHOLARSHIP FOUNDATION, INC.
and
NCSS EDUCATION FOUNDATION, INC.

PLAN OF MERGER, dated as of February 4, 2005 (this "Agreement"), between the NCSS Education Foundation, Inc., a North Carolina nonprofit corporation, and the North Carolina Society of Surveyors Scholarship Foundation, Inc., a North Carolina nonprofit corporation.

WITNESSETH:

WHEREAS, the respective Boards of Directors of the NCSS Education Foundation, Inc. and the North Carolina Society of Surveyors Scholarship Foundation, Inc. have each determined that the merger of the North Carolina Society of Surveyors Scholarship Foundation, Inc., with and into the NCSS Education Foundation, Inc., pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, best serves the purposes of their respective organizations;

WHEREAS, the respective Boards of Directors of the NCSS Education Foundation, Inc. and the North Carolina Society of Surveyors Scholarship Foundation, Inc. have each adopted resolutions approving the Merger;

NOW, THEREFORE, in consideration of the mutual representations and agreements contained herein, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE I. THE MERGER

Section 1. The Merger: Subject to the terms and subject to the conditions set forth in this Agreement, and in accordance with the North Carolina Nonprofit Corporation Act, on the Merger Effective Time stated below the North Carolina Society of Surveyors Scholarship Foundation, Inc. shall merge with and into the NCSS Education Foundation, Inc. Following the Merger, the separate corporate existence of the North Carolina Society of Surveyors Scholarship Foundation, Inc. shall cease. The NCSS Education Foundation, Inc. shall continue as the surviving corporation, and shall continue to be governed by the Laws of the State of North Carolina.

Section 2. Effective Time: The Merger shall become effective as set forth in the Articles of Merger. The Articles of Merger shall be filed with the North Carolina Secretary of State as soon as practical after adoption. The term "Merger Effective Time" shall be the date and time when the Merger becomes effective, as set forth in the Articles of Merger.

Section 3. Effects of the Merger: At and after the Merger Effective Time, the Merger will have the effects set forth in Section 55A-11-5 of the General Statutes of North Carolina. All assets and liabilities of the North Carolina Society of Surveyors Scholarship Foundation, Inc., will become the assets and liabilities of the NCSS Education Foundation, Inc.

Section 4. Articles of Incorporation: The Articles of Incorporation of the NCSS Education Foundation, Inc., as in effect immediately prior to the Merger Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

Section 5. Bylaws: The Bylaws of the NCSS Education Foundation, Inc., as in effect immediately prior to the Merger Effective Time, shall be amended as of the Effective Time as set forth in Exhibit B hereto and, as so amended, such Bylaws shall be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

Section 6. Board of Directors and Officers: From and after the Merger Effective Time, the Directors of the NCSS Education Foundation, Inc., as serving immediately prior to the Merger Effective Time, shall be the Directors of the Surviving Corporation until thereafter changed according to the Corporation's Bylaws or by applicable law. From and after the Merger Effective Time, the Officers of the NCSS Education Foundation, Inc., as serving immediately prior to the Merger Effective Time, shall be the Officers of the Surviving Corporation until thereafter changed according to the Corporation's Bylaws or by applicable law.

ARTICLE II. REPRESENTATIONS

Section 1. Charitable and Nonprofit Status: The NCSS Education Foundation, Inc., represents that it is a charitable corporation within the meaning of North Carolina General Statute Section 55A-1-40(4), that it is organized and has operated exclusively for religious, charitable, literary or educational purposes, that it has maintained its status as a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, and that it has not carried on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Sections 501(c)(3) and 501(a) of said Internal Revenue Code or (b) a corporation, contributions to which are deductible under Sections 170(c), 2055 and 2522 of said Internal Revenue Code. The North Carolina Society of Surveyors Scholarship Foundation, Inc., represents that it is a nonprofit corporation under Chapter 55A of the General Statutes of North Carolina, that it is organized and has operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and that it has not carried on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Sections 501(c)(3) and 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Continuing Charitable and Nonprofit Purpose: The NCSS Education Foundation represents that it will continue as a charitable and tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code as stated in Article II, Section 1 of this Agreement.

Section 3. Indebtedness and Liabilities: The North Carolina Society of Surveyors Scholarship Foundation, Inc., represents that it knows of no indebtedness or liabilities, and knows of no lawsuits or claims against it, as of the date of this Agreement.

ARTICLE III. ADDITIONAL AGREEMENTS

Section 1. Scholarship Endowment: Upon the Merger Effective Time, the assets of the North Carolina Society of Surveyors Scholarship Foundation, Inc., shall be placed in the permanent Scholarship Endowment established in Exhibit B attached hereto.

Section 2. Scholarship Evaluation: In the process of evaluating scholarship applications, the NCSS Education Foundation shall include members of The North Carolina Society of Surveyors and/or the North Carolina Society of Surveyors Ladies Auxiliary, who are not Directors of the NCSS Education Foundation, and who are not disqualified persons within the meaning of Section 4946 of the Internal Revenue Code of 1986 as amended.

Section 3. Abandonment of Merger: At any time after approval of this Plan of Merger, but before the filing of the Articles of Merger with the North Carolina Secretary of State, the Board of Directors of either the NCSS Education Foundation, Inc., or the North Carolina Society of Surveyors Scholarship Foundation, Inc., may, in their discretion, abandon the Merger without the consent of the other party.

IN WITNESS THEREOF, the parties hereto have caused this instrument to be executed in counterparts by their duly authorized officers, as of this 4th day of February, 2005.

NCSS Education Foundation, Inc.

North Carolina Society of Surveyors
Scholarship Foundation, Inc.

By: _____
Mark S. Schall, President

By: _____
Benjamin C. Brown, President

Exhibit B

Addition to the Bylaws of the NCSS Education Foundation, Inc.
Current Articles VIII through X shall increase one number, to become Articles IX through XI.

ARTICLE VIII. SCHOLARSHIP ENDOWMENT

Section 1. Scholarship Endowment: The Corporation shall establish a permanent Scholarship Endowment. All funds, securities, and holdings of the Endowment shall be held in accounts separate from all other accounts of the Corporation, and shall be shown separately in the books of the Corporation from the other funds and securities of the Corporation. Any gift or bequest to the Endowment shall be permanently retained in the Endowment as a part of the principal.

Section 2. Preservation of the Endowment: The principal amount of the Scholarship Endowment shall not be spent, loaned, used as collateral, or transferred from the Endowment, except in the event of the dissolution of the Corporation as provided in the Articles of Incorporation. If such a dissolution occurs, the Endowment amount shall be disposed of to a similar organization, that at the time qualifies under Section 501(c)(3) of the Code, to be used for surveying related scholarships only.

Section 3. Restricted Use: The income earned by the Scholarship Endowment shall be used only to grant financial assistance in the form of scholarships to those persons genuinely interested in pursuing or continuing to pursue a formal education in the field of Land Surveying. Any income earned by the Scholarship Endowment must be awarded as scholarships within twenty-four months of the end of the fiscal year in which it is earned, or it shall become a part of the principal amount of the Scholarship Endowment.

Section 4. Awards of Scholarships: All scholarships shall be awarded by a majority vote of the Board of Directors. The Board shall determine the number and amount of funding of scholarships. The Board shall determine those institutions and applicants eligible to receive funding. Scholarships may be granted on the basis of, but not specifically limited to, financial need and academic standing.