

1. Plan of Merger.

THIS PLAN OF MERGER, (the “Plan”), dated as of November 22, 2011, merging American Association of Woodturners, Inc., a Minnesota nonprofit corporation (“AAWINC”) into American Association of Woodturners, a Minnesota nonprofit corporation (“AAW”)

WHEREAS, The Constituent Corporations are each duly organized and existing under the laws of the State of Minnesota as nonprofit corporations; and

WHEREAS, each of the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of their corporation to merge into a single corporation (the “Merger”) pursuant to the provisions of the Minnesota Nonprofit Corporation Act and in accordance with the following terms of this Plan:

ARTICLE I

Effective Date of the Merger

The Effective Date of the Merger shall be the date of filing Articles of Merger with the Office of the Secretary of State of Minnesota, which shall be accomplished as soon as practicable following approval of the merger by the voting membership of AAWINC. Upon the Effective Date, AAWINC shall be merged into AAW and the separate legal existence of AAWINC shall cease.

ARTICLE II

Governing Laws; Surviving Corporation’s New Name; Articles of Incorporation and Bylaws

The laws of the State of Minnesota shall govern the interpretation and enforcement of this Agreement and shall govern AAW as the surviving corporation of the Merger.

The Articles of Incorporation and Bylaws of AAW in effect at time of the Merger shall comprise the governing documents of the surviving corporation effective with the Merger.

ARTICLE III

Directors

The directors of AAW at the Effective Date of the Merger shall comprise the Board of Directors of the surviving corporation and shall serve until their respective successors shall have been duly elected and qualified.

ARTICLE IV

Effect of Merger

At the Effective Date of the Merger, AAW shall succeed to, without other transfer, act of deed of any person, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all property, real, personal and mixed, including licenses, tradenames, trademarks and all debts due to any of said Constituent Corporations on whatever account, and all rights belonging to any of said corporations, shall be vested in AAW; and all said property, right, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AAW as they were of the respective Constituent Corporation the title of any real estate vested by deed or otherwise in any of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities and duties of said Constituent Corporations shall thenceforth attach to AAW and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted in the first instance by AAW. Employees of the Constituent Corporations shall remain employed on the same terms and conditions by the Surviving Corporation as previous to the Merger, and all employee benefit accounts and arrangements shall continue on the same terms and conditions as previous to the Merger.

ARTICLE V

Accounting Matters

The assets and liabilities of the Constituent Corporations at the Effective Date of the Merger, shall be taken up on the books of AAW at the amounts at which they were carried at that time on the books of the Constituent Corporations.

ARTICLE VI

Adoption by Board of Directors; Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Board of Directors of the Constituent Corporations, and subject to the conditions contained in this Agreement, the Articles of Merger setting forth this Plan of Merger shall be filed with the Secretary of State of Minnesota, as provided in the Minnesota Nonprofit Corporation Act. The officers of AAW are authorized to amend the Articles of Merger to include any additional information as may be required by the Secretary of State of the State of Minnesota.