

Notice of Plan of Merger of URGE Local 1 with International URGE

The Michigan Nonprofit Corporations Act (the "Act"), MCL 450.2101, et. seq., requires member approval for the merger of nonprofit corporations. The Executive Board is seeking member approval of a Plan of Merger ("Plan") whereby United Retired Government Employees Local 1, Inc. (URGE Local) will be merged into International United Retired Government Employees, Inc. (International). The structure of the merger of URGE Local into International is designed to preserve the tax exemption status granted to International by an IRS "determination letter" in 1975.

Benefits of the Plan include:

Protection of the organization's tax-exempt status, efficiency of administration, consolidated membership, limited liability/ protection of Local's assets, updated organizational structure and documentation.

The Plan is structured so that Urge Local will merge into International with International to be the "surviving" corporation. However, for practical purposes, International will be operated as URGE Local because: (1) International will "do business as" "United Retired Government Employees Local 1, Inc." or "URGE Local 1"); (2) the current Executive Board of URGE Local will become the Executive Board of International; (3) the assets and liabilities of URGE Local will become the assets and liabilities of International; (4) the new and only members of International will be the current Members of URGE Local; (5) the Articles of International will be "restated" as approved the Members; (6) the Bylaws of International will be replaced with Bylaws as approved the Members; (7) URGE Local will cease to exist as a separate organization following the merger into International.

The merger can be completed by the following steps:

- (1) the Executive Board adopts a Plan of Merger (completed);
- (2) the Executive Board submits the Plan of Merger for approval by the Members at the annual meeting and a majority of those present or voting by proxy approve the Plan of Merger;
- (3) the board of International approves the Plan of Merger (this can be accomplished by International's board under Michigan law);
- (4) a "Certificate of Merger" is filed with the State of Michigan Department of Licensing and Regulatory Affairs ("LARA");
- (5) "restated" Articles of Incorporation for International are filed with LARA;
- (6) amended Bylaws are adopted by International.

The proposed Plan of Merger, Articles of Incorporation and Bylaws have been posted on the URGE website for review by the Members. The Bylaws for International have been drafted to mirror the essential operations of URGE Local while providing updates to make the operative documents more consistent with current law. The Plan of Merger has been drafted so that there will be no change in the substantive rights of the current Members or basic operation of the organization.

The Executive Board will provide ballots for voting for or against the Plan of Merger. Ballots may be requested no later than fifteen (15) days in advance of the September 16th meeting. The ballots will

serve as a proxy to vote for or against the Plan of Merger under Michigan law. Please return your ballot as soon as possible but no later than September 1, 2021 at 10:00 a.m.