

KANSAS SECRETARY OF STATE

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Socialist Rifle Association, Inc.
4601 E Douglas STE 150
Wichita, KS 67218

RESOLUTION CONCERNING THE PROPOSITION OF MERGER BETWEEN THE SOCIALIST RIFLE ASSOCIATION INC. AND THE SOCIALIST RIFLE ASSOCIATION LLC

The CENTRAL COMMITTEE of the SOCIALIST RIFLE ASSOCIATION INC., a not-for-profit corporation in the State of Kansas, and the PRINCIPAL MEMBERS of the SOCIALIST RIFLE ASSOCIATION LLC, a limited liability company in the State of New Mexico, have come into agreement to merge their respective organizations together (the "Merger"). The SOCIALIST RIFLE ASSOCIATION INC. shall be the Surviving Corporation, and the SOCIALIST RIFLE ASSOCIATION LLC shall cease to exist as a separate legal entity.

The SOCIALIST RIFLE ASSOCIATION INC. is a not-for-profit corporation in the State of Kansas, possessing the business ID# 9183443, that filed articles of incorporation on Monday October 8th, 2018. The street address of the SOCIALIST RIFLE ASSOCIATION INC. is 4601 E Douglas STE 150, Wichita KS, 67218.

The SOCIALIST RIFLE ASSOCIATION LLC is a limited liability company in the State of New Mexico possessing the business ID# 5633419, that filed articles of organization on Saturday March 17th, 2018. The street address of the SOCIALIST RIFLE ASSOCIATION LLC is 530-B HARKLE ROAD, STE 100, Santa Fe, NM 87505.

RESOLVED, that the procedure of the Merger shall follow the statutory process as described in Kansas Code Chapter 17 Article 78 and any other relevant Kansas Statutes governing this action.

RESOLVED, that this resolution shall be both a plan of merger and articles of merger for the purposes of New Mexico Statutes Annotated Chapter 53, Article 19, Section 62, such that an approval of this resolution is an approval of the articles of merger as referenced in New Mexico statute.

RESOLVED, that all funds, assets, property, bonds, any other monetary device, and any other physical object in the possession of the SOCIALIST RIFLE ASSOCIATION LLC, shall become the property of the SOCIALIST RIFLE ASSOCIATION INC.

RESOLVED, that all intellectual property belonging to the SOCIALIST RIFLE ASSOCIATION LLC, whether recognized by any authority, pending recognition, or unrecognized, shall become the property of the SOCIALIST RIFLE ASSOCIATION INC.

RESOLVED, that all legal liabilities and responsibilities held by the SOCIALIST RIFLE ASSOCIATION LLC, shall become the legal liabilities and responsibilities of the SOCIALIST RIFLE ASSOCIATION INC.

RESOLVED, that the SOCIALIST RIFLE ASSOCIATION INC. recognizes NMSA 53-19-62.1(A)(8), and accepts all legal responsibilities, liabilities, and burdens placed upon it via this statute.

RESOLVED, that all records, data, and information in any medium belonging to the SOCIALIST RIFLE ASSOCIATION LLC, shall become the property of the SOCIALIST RIFLE ASSOCIATION INC. and shall be incorporated into the records of the SOCIALIST RIFLE ASSOCIATION INC.

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RESOLVED, that all individuals who have purchased a membership through the **SOCIALIST RIFLE ASSOCIATION LLC** and are in good standing at the date of this agreement, shall be members of the **SOCIALIST RIFLE ASSOCIATION INC.** as defined in **ARTICLE THREE: MEMBERSHIP** of the **SOCIALIST RIFLE ASSOCIATION INC. Bylaws.**

RESOLVED, that the **SOCIALIST RIFLE ASSOCIATION INC.** shall be the Surviving Corporation, and shall make no change to its **CENTRAL COMMITTEE** or Articles of Incorporation as part of this Merger.

RESOLVED, that the **SOCIALIST RIFLE ASSOCIATION LLC** shall cease to exist as a separate legal entity at the time of filing the Merger with the Secretary of State of Kansas.

RESOLVED, that the effective date of the Merger shall be the same as the filing date with the Secretary of State of Kansas.

RESOLVED, that the officers of the **SOCIALIST RIFLE ASSOCIATION LLC** and the officers of the **SOCIALIST RIFLE ASSOCIATION INC.** are authorized to take all steps necessary to ensure the successful completion of the Merger.

FURTHER RESOLVED, that the Merger shall not affect the not-for-profit status of the **SOCIALIST RIFLE ASSOCIATION INC.**, and that the **SOCIALIST RIFLE ASSOCIATION INC.** shall continue to operate in a manner consistent with the laws of the State of Kansas regarding not-for-profit corporations and section 501(c)(4) of the Internal Revenue Code.

RECOGNIZED, that the three **PRINCIPAL MEMBERS** of the **SOCIALIST RIFLE ASSOCIATION LLC**, are current members of the **CENTRAL COMMITTEE** of the **SOCIALIST RIFLE ASSOCIATION INC.**

FURTHER RECOGNIZED, that unanimous approval of the **CENTRAL COMMITTEE** of the **SOCIALIST RIFLE ASSOCIATION INC.**, and the unanimous approval of the **PRINCIPAL MEMBERS** of the **SOCIALIST RIFLE ASSOCIATION LLC**, shall be sufficient to pass this resolution.

This resolution was adopted by the affirmative vote of the following members of the **CENTRAL COMMITTEE** of the **SOCIALIST RIFLE ASSOCIATION INC.**, listed below:

Alexander Tackett, AYE
Scott Hoadley, AYE
Brad Lathem, AYE
Laura Pedersen, AYE
Jason Hamilton, AYE
Jordan Billings, AYE



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This resolution was adopted by the affirmative vote of the following PRINCIPAL MEMBERS of the SOCIALIST RIFLE ASSOCIATION LLC, listed below:

Scott Hoadley, AYE
Laura Pedersen, AYE
Jason Hamilton, AYE

Held on this day, Tuesday October 16, 2018.

Attesting:

Jason Hamilton, Secretary of the Socialist Rifle Association Inc.

Laura Pedersen, Secretary of the Socialist Rifle Association LLC