

Agreement and Plan of Merger
Between the Washington Area Computer User Group, Inc.
and the National Capital Technology and Computer User's Group, Inc.
(Hereafter, WACUG and NCTCUG)

- 1) The parties are non-stock, not-for-profit corporations under the laws of Virginia, and recognized by the US Internal Revenue Service as 501(c) (3) non profit, educational organizations.
- 2) The parties are membership organizations, providing education and information about computers and related technology to dues paying members who subscribe to the purposes of the organizations.
- 3) The parties have been sharing equipment, program, and personnel resources for several years, including several members and board members.
- 4) The directors of the respective boards of directors have agreed to a merger, whereby, upon approval of the proposed revised Bylaws of NCTCUG by the members of NCTCUG, and the resulting name change to the Potomac Area Technology and Computer Society, (PATACS) the merger will close within forty-five days of said approval.
- 5) Officer and director positions in PATACS will be in accord with Exhibit One, an attachment to this agreement.
- 6) WACUG will merge into PATACS, and will cease to exist as a Virginia corporation with the filing of the necessary documents with the Virginia State Corporation Commission, and the approval of VA SCC of said filings.
- 7) Filings will be made with the US IRS to advise of the name change, merger, and dissolution of WACUG as a corporation and 501 (c)(3) organization, after confirming documentation is provided by the VA SCC.
- 8) Upon merger close, former WACUG members become voting members of PATACS, and will have all the rights and privileges of PATACS members. Membership expiration date / member months in the former organization will be transferred in full, with a one month extension to the PATACS member rolls. Former NCTCUG members will receive an additional month's extension to their term of membership in PATACS.
- 9) On the merger close date, WAC members who have paid a 'newsletter supplement / print premium fee' will receive a month's extension of membership if their membership has 1-5 months remaining; if 6-12 months remains on their membership, they will received a two months' extension. This is in addition to the automatic 1 month's extension which will be added to all members' records, as of the date of merger close.
- 10) Members holding simultaneous paid memberships in both NCTCUG and WACUG will have the remaining terms of membership / member months added together, to determine their PATACS membership expiration, with a two month extension.
- 11) PATACS will make its best effort, subject to availability of editorial staff and content, to publish a 16 page (or greater) newsletter 12 times per year in print and electronic format for at least 12 months following the merger, available to all members without additional cost, except for extra postage surcharge to non-US addresses. All members will be offered the option to opt out of receiving a printed and mailed edition of the newsletter. Newsletter format, publication size and schedule will be reviewed and may change after the initial 12 month period following the merger.
- 12) On merger close, all financial, physical, and intellectual property assets of the respective parties will be combined for the benefit of all PATACS members.

Attachment One to Articles of Merger of WACUG and NCTCUG

(Page Two of Two)
Agreement and Plan of Merger Between
Washington Area Computer User Group, Incorporated
and
National Capital Technology and Computer User's Group, Incorporated
(Hereafter, WACUG and NCTCUG)

The undersigned directors of these Virginia non-stock, not for profit, corporations hereby approve the attached Agreement and Plan of Merger.

NCTCUG, Inc.

WACUG, Inc.

James W. Rhodes, President Date

Geoffrey P. Goodrum, President Date

Ronald G. Schmidt, Vice President Date

Melvin C. Mikosinski, Vice President Date

William C. Walsh, Secretary Date

William C. Walsh, Secretary Date

Paul L. Howard, Treasurer Date

Paul L. Howard, Treasurer Date

Walter J. Fraser, Director Date

Lance J. Dakin, Director Date

Seymour L. Fishbein, Director Date

Gabriel Goldberg, Director Date

Roger M. Fujii, Director Date

Melvin H. Goldfarb, Director Date

Melvin C. Mikosinski, Director Date

Neal Grotenstein, Director Date

Nicholas Wenri, Director Date

Robert Rott, Director Date

Attachment One to Articles of Merger of WACUG and NCTCUG

**Exhibit One to
 Agreement and Plan of Merger
 Between the Washington Area Computer User Group, Inc.
 and the National Capital Technology and Computer User's Group, Inc.
 (Hereafter, WACUG and NCTCUG)**

	Name of Existing Directors	X = WACUG member, Position	X = NCTCUG member, Position	PATACS Position Post Merger
1	Jim Rhodes		X President	President
2	Ron Schmidt		X Vice President, APCUG Rep	1 st Vice President
3	Mel Mikosinski	X VP, Membership Chair	X Director	2 nd Vice President, Membership
4	Paul Howard	X Treasurer,	X Treasurer, Registered Agent	Treasurer, Registered Agent
5	Bill Walsh	X Secretary	X Secretary	Secretary
6	Geof Goodrum	X President, NL Editor		Director, NL Co-Editor
7	Jorn Dakin	X Director, Registered Agent	X	Director
8	Mel Goldfarb	X Director		Director
9	Gabe Goldberg	X Director, APCUG Rep		Director, APCUG Rep
10	Neal Grotenstein	X Director, Vendor Relations		Director, Vendor Relations
11	Sy Fishbein		X Director	Director
12	Nick Wenri	X	X Director	Director
13	Roger Fujii		X Director	Director
14	Walter Fraser	X	X Director	Director
15	Bob Rott	X Director		Director

Attachment One, Exhibit One, to Articles of Merger of WACUG and NCTCUG

File: Merger Agr V4_120515b.odt