

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated as of 12/16/2024, 2024, is by and among the ASSOCIATION FOR THE PROMOTION OF POLITICAL ECONOMY AND THE LAW, INC., a charitable non-stock corporation existing under the law of the State of Delaware, U.S.A. (“APPEAL”), the GLOBAL LPE NETWORK, an unincorporated association formed and operating for charitable research and education purposes (“GLPEN”), and CLASSCRITS, INC., a charitable non-stock corporation existing under the law of the State of Delaware, U.S.A. (“CLASSCRITS”).

1. Constituent corporations. APPEAL, GLPEN, and CLASSCRITS are the constituent entities (the “Constituent Entities”) to the merger. APPEAL and GLPEN shall merge with and into CLASSCRITS pursuant to this Agreement. CLASSCRITS shall be the surviving corporation (the “Surviving Corporation”).

2. Applicable law. This merger is pursuant to Section 254 of the General Corporation Law of the State of Delaware. This merger is permitted by the laws of each of the jurisdictions in which the Constituent Entities were formed.

3. Terms and conditions. The terms and conditions of the merger shall be as follows:

(a) Mode and effect of merger. The merger shall take effect upon the filing of a Certificate of Merger in the Department of State of the State of Delaware, providing for the merger of APPEAL and GLPEN into CLASSCRITS. The effect of the merger shall be as provided in the General Corporation Law of the State of Delaware. Without limiting the preceding sentence, all property, real, personal and mixed, and all debts due to any of APPEAL or GLPEN on whatever account, as well for all other things in action or belonging to each of such entities, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of APPEAL and GLPEN.

(b) Bylaws. The Bylaws of the Surviving Corporation in the form attached to this Agreement as Exhibit A (the “Bylaws”) shall be in effect upon the merger. The bylaws of each of APPEAL and GLPEN shall cease to have any effect.

(c) Memberships. Upon the merger, (i) the voting and non-voting members of APPEAL shall become members of the Surviving Corporation belonging to the class of members referred to in the Bylaws as the “Association for the Promotion of Political Economy and the Law Program,” as more fully provided in the Bylaws(ii) the members of GLPEN shall become members of the Surviving Corporation belonging to the class of members referred to in the Bylaws as the “Global LPE Network Program,” as more fully provided in the Bylaws, and (iii) the voting and non-voting members of the Surviving Corporation shall become members of the Surviving Corporation belonging to the class of members referred to in the Bylaws as the “ClassCrits Program.” Upon the merger, each class of members shall be further divided into voting and non-voting members pursuant to the membership policy established by the Board of Directors of the Surviving corporation.

(d) Directors and officers. Upon the merger, the directors and officers of Surviving Corporation shall be those persons named on Exhibit B attached to this Agreement, who shall remain directors and officers of the Surviving Corporation until the first elections of directors and officers of the Surviving Corporation after the merger and until their successors are elected and shall qualify. The directors and officers of the Constituent Entities immediately prior to the merger shall cease to be directors and officers upon the merger unless named in Exhibit B.

4. Amendment of Certificate of Incorporation. Upon the merger, the Certificate of Incorporation of Surviving Corporation (a) shall be amended to change the name of the Surviving Corporation to the "LPE Collective, Inc." and (b) shall otherwise remain in effect.

5. Approvals. This Agreement has been duly approved by all action of the governing body or the membership of each Constituent Entity required by law. No approval or consent of any governmental body or other person or entity is required for the merger.

6. Post-merger filings. Each of the Constituent Entities was formed for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Following the merger, the Surviving Corporation, as the successor to, and in the name and on behalf of, each of APPEAL and GLPEN, may file such final IRS Form 990 or comparable state forms as may be necessary or appropriate.

7. Copies. A copy of this Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any member of any Constituent Entity.

8. Other. This Agreement contains all the terms and conditions of the merger of the Constituent Entities. This Agreement cannot be amended, nor any provision in it waived, except in a written document signed by the Constituent Entities. This Agreement shall be governed by the laws of the State of Delaware, U.S.A., without regard to principles of conflicts of laws. The headings and titles contained herein are inserted herein only as a matter of convenience and for reference and in no way define, limit, extend or describe the scope of this Agreement or the intent of any provision hereof. Words of one gender shall be held to include the other gender as the context requires. Terms defined in the singular shall have a comparable meaning when used in the plural, and vice versa. This Agreement may be executed in counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement or the terms hereof to produce or account for more than one of such counterparts. The execution and delivery of the signature page, including the electronic delivery of the actual signature, by any party will constitute the execution and delivery of this Agreement by such party.

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement of Merger to be executed by duly authorized officers.


ASSOCIATION FOR THE PROMOTION OF
POLITICAL ECONOMY AND THE LAW, INC.

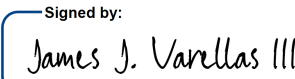
By: 
00708F60F5D6494...
Martha McCluskey, President

GLOBAL LPE NETWORK

By: _____, Co-Coordinator

CLASSCRITS, INC.

By: 
8F86FC080C3F49D...
LUCY JEWEL, President

Signed by:
By: 
532F9A68100241...
James J. Varellas III, Co-Coordinator

By: _____, Co-Coordinator