

PLAN OF MERGER
OF
SUFFOLK COUNTY COUNCIL, INC., BOY SCOUTS OF AMERICA
INTO
THEODORE ROOSEVELT COUNCIL, INC., BOY SCOUTS OF AMERICA

Under Section 902 of the Not-For-Profit Corporation Law

Pursuant to Section 902 of the Not-For-Profit Corporation Law of the State of New York (the “N-PCL”), the undersigned, being the President of THEODORE ROOSEVELT COUNCIL, INC., BOY SCOUTS OF AMERICA (“TRC”), and the President of SUFFOLK COUNTY COUNCIL INC., BOY SCOUTS OF AMERICA (“SCC”, and, together with TRC, the “Constituent Corporation”), hereby certify that the following Plan of Merger, setting forth the proposed plan to merge SCC with and into TRC (the “Merger”), has been adopted by the board of directors of each of the Constituent Corporations:

- (1) Names of Constituent Corporations.** The name of each of the Constituent Corporations to be merged are as follows:

THEODORE ROOSEVELT COUNCIL, INC., BOY SCOUTS OF AMERICA (originally formed under the name “NASSAU COUNTY COUNCIL BOY SCOUTS OF AMERICA, INCORPORATED”), a New York not-for-profit corporation; and

SUFFOLK COUNTY COUNCIL INC., BOY SCOUTS OF AMERICA, a New York not-for-profit corporation.

- (2) Members of each Constituent Corporation.** A description of the membership and holders of any certificates evidencing capital contributions or subventions of each Constituent Corporation are as follows:

As to TRC, the membership comprises (1) [212] Active Members, entitled to one vote per member, (2) [0] Associate Members, not entitled to vote, (3) [0] Sustaining Members, not entitled to vote and (4) [0] Honorary Members, not entitled to vote. TRC does not have any holders of any certificates evidencing capital contributions or subventions.

As to SCC, the membership comprises (1) [175] Active Members, entitled to one vote per member, (2) [0] Associate Members, not entitled to vote, (3) [0] Sustaining Members, not entitled to vote and (4) [0] Honorary Members, not entitled to vote. SCC does not have any holders of any certificates evidencing capital contributions or subventions.

(3) Terms and Conditions of the Proposed Merger. The terms and conditions of the proposed Merger, including the manner and basis of converting membership or other interest in each Constituent Corporation into membership or other interest in the surviving Constituent Corporation, or the cash or other consideration to be paid or delivered in exchange for membership or other consideration in each Constituent Corporation, are as follows:

- (a) The proposed plan is to merge SCC with and into TRC, with TRC being the surviving corporation of the Merger.
- (b) Upon the effective date of the Merger, the name of the surviving corporation shall remain “THEODORE ROOSEVELT COUNCIL, INC., BOY SCOUTS OF AMERICA”.
- (c) The Merger shall create administrative efficiencies and reduce costs in light of the similar natures of the two Constituent Corporations.
- (d) There will be no cash or other consideration paid for in exchange for any membership interest.
- (e) Upon the effective date of the Merger, TRC shall adopt new Bylaws which are substantially similar to the Standard Local Council Bylaws as recommended by the National Council, Boy Scouts of America.
- (f) TRC shall possess all the rights, privileges, immunities, powers, and purposes of each of the Constituent Corporations. All the property, real and personal, including causes of action and every other asset of each of the Constituent Corporations, shall vest in TRC, except as otherwise provided in Section 905(b)(2) of the N-PCL. TRC shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against any of the Constituent Corporations, or any member, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, whether civil or criminal, pending on the effective date of the Merger by or against any of the Constituent Corporations, or any member, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised by TRC as if the Merger had not occurred, or TRC may be substituted in such action or special proceeding
- (g) Upon the effective date of the Merger, the membership of TRC shall comprise (1) [387] Active Members, entitled to one vote per member, (2) [0] Associate Members, not entitled to vote, (3) [0] Sustaining Members, not entitled to vote and (4) [0] Honorary Members, not entitled to vote. TRC shall not have any holders of any certificates evidencing capital contributions or subventions.

(4) Amendments to Certificate of Incorporation. Upon the effective date of the Merger, the following amendments shall be made to the Certificate of Incorporation of the surviving corporation:

(a) Paragraph Second of the Certificate of Incorporation of TRC relating to the name is hereby amended and restated in full to read as follows:

“SECOND: That the name of said Corporation shall be THEODORE ROOSEVELT COUNCIL, INC., BOY SCOUTS OF AMERICA.”

(b) Paragraph Third of the Certificate of Incorporation of TRC relating to the territory is hereby amended and restated in full to read as follows:

“THIRD: That the territory in which the operations of said Corporation are to be principally continued in is Nassau County, State of New York and Suffolk County, State of New York.”

(c) Paragraph Fourth of the Certificate of Incorporation of TRC relating to the principal office is hereby amended and restated in full to read as follows:

“FOURTH: That the principal office of said Corporation shall be located in Nassau County, NY.”

(d) Paragraph Fifth of the Certificate of Incorporation of TRC relating to the Directors is hereby amended and restated in full to read as follows:

“FIFTH: That the number of directors of said corporation shall be [80].”

(5) Effective Date. The Merger shall be effective on the first day of the month immediately succeeding the month in which the certificate of merger is filed.

(6) Expenses of Merger. The surviving corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the Constituent Corporations, by their duly authorized officers, have executed this Plan of Merger as of the 1st day of November 2025.

CONSTITUENT CORPORATIONS:

THEODORE ROOSEVELT COUNCIL, INC.,
BOY SCOUTS OF AMERICA

By: _____
Name: Michael B. Malloy
Title: President

SUFFOLK COUNTY COUNCIL, INC.,
BOY SCOUTS OF AMERICA

By: _____
Name: Dr. Louis Scotti
Title: President