

FILED

To the office of the Secretary of State
of the State of California

MAR 6 - 1956

FRANK M. JORDAN, Secretary of State,

Ralph H. Martin
Deputy

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER made and entered into as of this
13th day of January, 1956, by and between UNIVERSITY
OF SOUTHERN CALIFORNIA, a California corporation, hereinafter
referred to as "U.S.C.", and LOS ANGELES UNIVERSITY OF INTERNATIONAL
RELATIONS, a California corporation, hereinafter referred to as
"L.A.U.I.R.", both of which are hereinafter sometimes collectively
referred to as the constituent corporations or the parties hereto,

W I T N E S S E T H:

RECITALS

1. U.S.C. is a non-profit educational corporation duly
organized and existing under and by virtue of the laws of the State
of California. No provision is made in its Articles of Incorporation
for the issuance of shares of its capital stock and no instruments
or certificates have ever been issued purporting to represent any
such shares.

2. L.A.U.I.R. is a non-profit educational corporation
duly organized and existing under and by virtue of the laws of the
State of California. No provision is made in its Articles of
Incorporation for the issuance of shares of its capital stock and
no instruments or certificates have ever been issued purporting to
represent any such shares.

3. The parties hereto deem it to be in the best interests
of themselves and their members that U.S.C. and L.A.U.I.R. be merged
and that U.S.C. be the surviving corporation.

4. The parties hereto state that the purposes and the
functions heretofore carried on and conducted by L.A.U.I.R. can be
better carried on and conducted through a merger of the parties,
with U.S.C. being the surviving corporation, in that U.S.C., through
the extent and nature of their facilities, are better equipped and

1 enabled to conduct a program of education for students, both under-
2 graduate and postgraduate, in the field of International Relations.

3 CONTRACTUAL CLAUSES

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5 NOW, THEREFORE, the constituent corporations agree as
6 follows:

7 1. The constituent corporations shall be merged into a
8 single corporation by merging the said L.A.U.I.R. into the said
9 U.S.C. with the said U.S.C. being the surviving corporation, pur-
10 suant to the provisions and by the authority of Title 1, Division 1,
11 Part 8, Chapter 3, of the Corporations Code of the State of
12 California.

13 2. When the merger contemplated hereby shall have become
14 fully completed and effective, the separate existence of L.A.U.I.R.
15 shall cease and the surviving corporation, to wit, U.S.C., shall
16 succeed to and shall become the owner of, without other transfer,
17 all the rights and property of every kind and description and
18 wherever situated of each of the constituent corporations, and the
19 surviving corporation shall be subject to all the debts and liabilities
20 of each of the constituent corporations in the same manner as
21 if the surviving corporation had itself incurred them.

22 3. The By-Laws of U.S.C. in effect immediately prior to
23 the effective date of this Merger shall be the By-Laws of the sur-
24 viving corporation until the same is altered, amended or repealed.

25 4. L.A.U.I.R. will, from time to time as and when request-
26 ed by their surviving corporation, execute such documents and do such
27 other acts and things and take or cause to be taken such action as
28 the surviving corporation may deem reasonably necessary or desirable
29 in order to vest in and confirm to the surviving corporation title
30 to and possession of the rights, property, assets and business of
31 L.A.U.I.R. and otherwise to carry out the full intent and purpose
32 of this Agreement.

5. This Merger contemplated by this Agreement shall become effective upon completion of the procedure prescribed and set forth in the aforementioned Title 1, Division 1, Part 8, Chapter 3, of the Corporations Code of the State of California.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective presidents or vice presidents and secretaries or assistant secretaries acting on behalf of the parties hereto and have caused their respective corporate seals to be impressed hereon as of the day and year first above written.

UNIVERSITY OF SOUTHERN CALIFORNIA

By Fred D. Fagg, Jr.
Fred D. Fagg, Jr., President

By Robert D. Fisher
Robert D. Fisher, Asst. Secretary

LOS ANGELES UNIVERSITY OF
INTERNATIONAL RELATIONS

By R. B. von KleinSmid
R. B. von KleinSmid, Chancellor

By Paul H. Helms
Paul H. Helms, Secretary

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

On this 5th day of January, A.D., 1956,
before me Lucile P. Wright, a Notary Public in
and for said County and State, personally appeared Fred D. Fagg, Jr.,
known to me to be the President, and Robert D. Fisher, known to me to
be the Assistant Secretary, of University of Southern California,
the Corporation that executed the within Instrument, known to me
to be the persons who executed the within Instrument, on behalf of

1 the Corporation herein named, and acknowledged to me that such
2 Corporation executed the same.

3 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
4 my official seal the day and year in this certificate first above
5 written.

6
7 Louise P. Wright
8 Notary Public in and for said County
and State
My Commission Expires Nov. 1, 1958
9

10 STATE OF CALIFORNIA }
11 COUNTY OF LOS ANGELES } ss

12 On this 13th day of January, A.D., 1955,
13 before me, Maurice Jones, Jr., a Notary Public
14 in and for said County and State, personally appeared

15 R. B. von KleinSmid, known to me to be the Chancellor, and
16 Paul H. Helms, known to be to be the Secretary of Los Angeles
17 University of International Relations, the Corporation that executed
18 the within Instrument, known to me to be the persons who executed
19 the within Instrument, on behalf of the Corporation herein named,
20 and acknowledged to me that such Corporation executed the same.

21 IN WITNESS WHEREOF, I have hereunto set my hand and
22 affixed my official seal the day and year in this certificate first
23 above written.

24
25 Maurice Jones, Jr.
26 Notary Public in and for said County
and State
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STEPHENS, JONES, LA FEYER & SMITH
ATTORNEYS AT LAW
601 SOUTH SPRING STREET
LOS ANGELES 14, CALIFORNIA



ENTERED