

Kansas Department of Credit Unions  
Merger Form 3

**Instructions for KDCU Form 3: The merging and continuing credit union boards of directors develop and agree to the Merger Agreement Terms and Conditions. The Merger Agreement Terms and Conditions are signed and submitted to the Administrator, Kansas Department of Credit Unions for preliminary approval. A resolution from the merging and continuing credit union calling for submission of the Plan for membership votes by each credit union to be held within 60 days of the Administrator's preliminary approval is submitted with the Merger Agreement Terms and Conditions.**

## MERGER AGREEMENT TERMS AND CONDITIONS

1. Prior to the effective date, the Board of Directors of the continuing credit union  will or  will not (mark appropriate box) appoint for a term of one year, a \_\_\_\_\_ person advisory committee from among the members of the merging credit union to assist and counsel the continuing credit union in its efforts to best serve the members of the continuing credit union.

2. At the discretion of the continuing credit union, the following employees of the merging credit union **may continue** to serve as employees of the continuing credit union **until** \_\_\_\_\_, 20\_\_\_\_:

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3. At the discretion of the continuing credit union, the following employees of the merging credit union **may become employees** of the continuing credit union **as of** \_\_\_\_\_, 20\_\_\_\_:

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4. The conditions of their employment:

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5. Other provisions:

- (A). All undivided earnings and all reserves shall be added to the undivided earnings and reserves of the continuing credit union.
- (B). The continuing credit union shall compute interest due and paid or payable on obligations due to the merging credit union with the same continuity as if no transition or sale had occurred and in the same manner as if the obligation continued to be to the merging credit union.
- (C). The continuing credit union shall have the option of continuing loan numbers and passbook numbers or changing such numbers.
- (D). All joint tenancy and tenants in common share account agreements shall continue unimpaired by the merger and shall continue to be in effect toward the continuing credit union as formerly to the merging credit union.
- (E). All debts, obligations and liabilities of the merging credit union shall become debts, obligations and liabilities of the continuing credit union without any further deed, endorsement or other instrument of transfer.
- (F). The continuing credit union will be responsible for the preparation and filing of the final employer's tax return with the U.S. Internal Revenue Department and with the Kansas Department of Revenue for the period of time from \_\_\_\_\_, 20\_\_\_\_\_ to \_\_\_\_\_, 20\_\_\_\_\_, and will pay the necessary FICA and Employer's Withholding Tax for that period. The continuing credit union will be responsible for completing and filing all tax and government reports related to the closing of the merging credit union.

- 6. The officers, committee members and board of directors of the merging credit union shall serve only until the effective date of the merger.
- 7. The merger shall become binding on each of the credit unions on the effective date.
- 8. It is expressly stated by the parties hereto that this Merger Agreement is being carried out under the terms and provisions of K.S.A. 17-2228 and K.A.R. 121-11-2.
- 9. By the adoption of this Merger Agreement by the shareholders of the merging credit union, it is understood that the filing of the Certificate of Final Approval and Dissolution by the Credit Union Administrator with the Secretary of State by the Administrator, Kansas Department of Credit Unions, will dissolve the merging credit union.

