

## Exhibit A

### PLAN OF MERGER

This Plan of Merger (this “Plan”) is entered into this 16<sup>th</sup> day of June, 2011, by and between Fargo Youth Hockey Association, a North Dakota nonprofit corporation (“Surviving Corporation”), and Fargo All City Youth Hockey League, Inc., a North Dakota nonprofit corporation (hereinafter “Acquired Corporation”).

#### Recitals

A. Surviving Corporation and Acquired Corporation are nonprofit corporations that promote and support youth hockey in the Fargo, North Dakota community.

B. Surviving Corporation and Acquired Corporation desire to merge Acquired Corporation into Surviving Corporation to improve operational efficiencies, to reduce the cost of participation, to expand opportunities for participation, to enhance player development and for other mutually beneficial goals and purposes.

#### Agreement

NOW THEREFORE, in accordance with the provisions of NDCC Ch. 10-33, Surviving Corporation and Acquired Corporation hereby agree that Acquired Corporation shall be merged with and into Surviving Corporation under the terms and conditions as more fully set forth in this Plan:

1. Merger/Effective Time of Merger. Effective as of the Effective Time (as hereinafter defined), the separate existence of Acquired Corporation shall cease and Acquired Corporation shall be merged into Surviving Corporation (the “Merger”) pursuant to NDCC Ch. 10-33. “Effective Time” means the later of: (i) 12:00 am, July 1, 2011; and (ii) the filing of articles of merger with the North Dakota Secretary of State.

2. Surviving Corporation. Surviving Corporation shall be the surviving corporation of the Merger and shall retain the name Fargo Youth Hockey Association.

3. Governing Documents. The Certificate of Incorporation and Articles of Incorporation of Surviving Corporation shall remain in effect thereafter until the same shall be further amended or altered in accordance with the provisions thereof.

4. Conversion of Memberships. Effective as of the Effective Time, members of Acquired Corporation automatically shall become members of Surviving Corporation with the membership rights described in the governing documents of Surviving.

5. Effect of Merger. Effective as of the Effective Time, Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises, both of a public and private nature, and shall be subject to all restrictions, disabilities and duties of each of Surviving Corporation and Acquired Corporation, and all property, real, personal and mixed, and all debts due to either of them on whatever account, as well as all other things which belong to each of Surviving Corporation or Acquired Corporation shall be vested in

Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be deemed the property of Surviving Corporation in the same manner as it was the property of the separate merged corporations prior to the Merger, and the title to any real estate vested by deed or otherwise shall not revert or in any way be impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of Acquired Corporation shall be preserved, unimpaired, and all debts, liabilities and duties of Acquired Corporation shall thenceforth attach to Surviving Corporation and may be enforced against Surviving Corporation to the same extent as if the debts, liabilities and duties had been incurred and contracted by Surviving Corporation.

6. Approval. This Plan is subject to approval by the directors and members of the Surviving Corporation and the Acquired Corporation in accordance with the provisions of NDCC Ch. 10-33. After such approval and subject to the conditions set forth in this Plan, Articles of Merger shall be signed, verified and delivered to the Secretary of State for the State of North Dakota pursuant to the requirements of applicable law.

Fargo Youth Hockey Association

Fargo All City Youth Hockey League, Inc.

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_