**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (“Plan of Merger”), dated as of January \_\_, 2017, is entered into by and between the Federation of Earth Science Information Partners, an unincorporated nonprofit association formed in the District of Columbia pursuant to the authority of its Unincorporated Nonprofit Associations law (the “Federation”), and the Foundation for Earth Science Information Partners, a nonprofit corporation incorporated under the Nonprofit Corporations law of the District of Columbia (the “Corporation” and, together with the Federation, the “Parties”).

**WHEREAS**, the purpose of the Federation is to establish and continuously improve science-based end-to-end processes that increase the quality and value of Earth science products and services throughout their life-cycle for the benefit of the Federation’s stakeholder communities;

**WHEREAS,** the purpose of the Corporation is to support programs that establish and continuously improve science-based end-to-end information systems and Earth science communities;

**WHEREAS,** the board of the Corporation has determined that it is in the best interest of the Corporation to merge pursuant to this Plan of Merger, with the Federation merging with and into the Corporation, with the Corporation as the surviving entity, and with the Federation as the disappearing entity;

**WHEREAS,** the membership of the Federation acts, exclusively, at meetings of the designated representatives of each voting member, which meetings are known as the Assembly of Representatives (the “Assembly”), and the Assembly serves as the governing body of the Federation;

**WHEREAS,** the members of the Federation, as the Assembly, have determined it is in the best interest of the Federation to merge pursuant to this Plan of Merger, with the Federation merging with and into the Corporation, with the Corporation as the surviving entity, and with the Federation as the disappearing entity;

**WHEREAS**, the each of the Parties desires to adopt an amendment to the articles of incorporation of the Corporation to change the name of the Corporation to “Earth Science Information Partners” and to make the Corporation an organization that has voting members; and

**WHEREAS,** each of the Parties desires to convert the memberships in the Federation of the constituent stakeholders of the Assembly into memberships in the Corporation.

**NOW, THEREFORE,** for good and valuable consideration, the receipt and sufficiency of which the Parties hereby acknowledge, the Parties to this Plan of Merger agree as follows:

1. Merger. As of the Merger Effective Date (as defined below), the Federation shall merge with and into the Corporation, with the Corporation as the surviving entity, and with the Federation as the disappearing entity (the “Merger”), which Merger shall be effected by filing the Statement/ Plan of Merger of Domestic Filing Entity on Form GN-7 (“Statement of Merger” or “Form GN-7”) attached hereto as Exhibit A with the District of Columbia Department of Consumer and Regulatory Affairs, Corporations Division (the “Department”).
2. Merger Effective Date. The effective date for the Merger (the “Merger Effective Date”) shall be the date that Form GN-7 is stamp dated or otherwise recorded as accepted by the Department upon the Parties causing the Statement of Merger on Form GN-7 to be filed with the Department.
3. Articles of Amendment of Corporation. Attached hereto as Exhibit B are Articles of Amendment of the Corporation, which shall be filed by or on behalf of the Corporation with the Department on Form DNP-2 (“Amended Articles” or “Form DNP-2”) and which Form DNP-2 shall be filed concurrently and together with the filing of the Form GN-7, and which Amended Articles shall (a) change the name of the Corporation to “Earth Science Information Partners” and (b) make the Corporation an organization that has voting members.
4. Members of Federation Become Members of Corporation. The memberships in the Federation of the constituent stakeholders of Assembly automatically shall be converted into memberships in the Corporation immediately following the later of (a) the date the Amended Articles are stamp dated or otherwise recorded as accepted by the Department upon the Corporation causing the Amended Articles to be filed with the Department (the “Amended Articles Effective Date”), or (b) the Merger Effective Date, as follows:
   1. All Category 1 ESIPs (as that term is used in section 2 of the Federation Bylaws) of the Federation shall become Category 1 Members of the Corporation. Category 1 Members, also known as the data and information distributors, shall be primarily stewards of Earth science and related data sets or its supporting information, as well as providers of standardized products derived from those data. Category 1 Members shall be voting members of the Corporation.
   2. All Category 2 ESIPs (as that term is used in section 3 of the Federation Bylaws) of the Federation shall become Category 2 Members of the Corporation. Category 2 Members, also known as the product and service providers, shall be engaged principally in the scientific development, provision, and support of data and information products, technology, or services aimed primarily at the Earth science and research communities. Category 2 Members shall be voting members of the Corporation.
   3. All Category 3 ESIPs (as that term is used in section 4 of the Federation Bylaws) of the Federation shall become Category 3 Members of the Corporation. Category 3 Members, also known as the Earth science application providers, shall be engaged principally in the development, use or dissemination of Earth science information and applications for the purpose of commercial use, decision support, outreach, advocacy, or education. Category 3 Members shall be voting members of the Corporation.
   4. All Category 4 ESIPs (as that term is used in section 5 of the Federation Bylaws) of the Federation shall become Category 4 Members of the Corporation. Category 4 Members, also known as the sponsors, shall be major financial or in-kind supporters of the Corporation’s activities. Category 4 Members shall be voting members of the Corporation.
   5. All Category 5 ESIPs (as that term is used in section 6 of the Federation Bylaws) of the Federation shall become Category 5 Members of the Corporation. Category 5 Members, also known as the supporters, shall be financial or in-kind supporters of the Corporation’s activities. Category 5 Members shall be non-voting associates of the Corporation. For avoidance of doubt, Category 5 Members, though non-voting associates of the Corporation, may be referred to as members of the Corporation pursuant to the authority of section 3.1.2 of the Amended and Restated Bylaws of the Corporation, approved and effective as of December 2, 2016.

[***rest of page intentionally left blank; signature page follows***]

**IN WITNESS WHEREOF,** the Parties hereto have duly executed and delivered this Agreement and Plan of Merger as of the date first written above.

“**CORPORATION**”

FOUNDATION FOR EARTH SCIENCE INFORMATION PARTNERS,

a District of Columbia nonprofit corporation

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

Name: Karl Benedict

Title: Chairman

“**FEDERATION**”

FEDERATION OF EARTH SCIENCE INFORMATION PARTNERS,

a District of Columbia unincorporated nonprofit association

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

Name: Emily Law

Title: President

**Exhibit A**

**STATEMENT OF MERGER (FORM GN-7)**

**(see following attached)**

**Exhibit B**

**AMENDED ARTICLES (FORM DNP-2)**

**(see following attached)**