

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made on the 28th day of May, 2009 (the “**Agreement**”) by and between San Francisco School Volunteers, a California nonprofit public benefit corporation (“SV”) and San Francisco Education Fund, a California nonprofit public benefit corporation (“EF”) (SV and EF are referred to herein individually as a “Party” and collectively as the “Parties”).

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WHEREAS, SV is a California nonprofit corporation, with Employer Identification No. 94-1592822; and

WHEREAS, EF is a California nonprofit corporation, with Employer Identification No. 94-2576345; and

WHEREAS, each of the Parties has been recognized as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”);

In effect, the name “San Francisco Education Fund” switches which EIN# it is now associated with.

WHEREAS, the Parties mutually agree that it is in their best interest that EF merge with and into SV under and pursuant to the Nonprofit Public Benefit Corporations Law of the State of California (the “**Act**”), with SV being the surviving entity (the “**Surviving Entity**”), with the name of the Surviving Entity being “San Francisco Education Fund.”

NOW, THEREFORE, in consideration of the promises and of the mutual agreements contained herein, and of the mutual benefits hereby provided, it is agreed by and between the Parties hereto as follows: