

CASE INSTITUTE OF TECHNOLOGY

AND

WESTERN RESERVE UNIVERSITY

AGREEMENT OF CONSOLIDATION

THIS AGREEMENT made and entered into at Cleveland, Ohio, this 1st day of June, 1967 by and between Western Reserve University and Case Institute of Technology, each of which is a corporation not for profit organized and existing under the laws of the State of Ohio, located in the City of Cleveland, Ohio, and operated exclusively for charitable, scientific and educational purposes,

W I T N E S S E T H:

WHEREAS, Case Institute of Technology was incorporated on April 6, 1880, under the name of The Case School of Applied Science and has operated for charitable, scientific and educational purposes, including the maintaining of an institution of learning, and the name of the corporation, pursuant to applicable provisions of Ohio law, was changed on July 1, 1947 to Case Institute of Technology, and

WHEREAS, Western Reserve University was incorporated on April 9, 1884, and has operated for charitable, scientific and educational purposes, including the maintaining of a university for the promotion of learning, and on August 7, 1941 Western Reserve University, Adelbert College of Western Reserve University, The Cleveland School of Architecture of Western Reserve University, and Case Library were consolidated pursuant to applicable provisions of Ohio law as a new corporation under the name of Western Reserve University, and on May 14, 1942 Western Reserve University and Cleveland College were consolidated pursuant to applicable provisions of Ohio law as a new corporation under the name of Western Reserve University, and

WHEREAS, the Trustees of said two corporations, Case Institute of Technology and Western Reserve University as presently constituted, the parties hereto, hereinafter called "the constituent corporations", desire that the constituent corporations be consolidated into a single new corporation under and in accordance with the provisions of Sections 1702.41 to 1702.44, inclusive, and Sections 1715.32 to 1715.36, inclusive, of the Revised Code of Ohio;

NOW, THEREFORE, Western Reserve University and the Trustees of Western Reserve University and Case Institute of Technology and the Trustees of Case Institute of Technology hereby agree as follows:

1. Western Reserve University and Case Institute of Technology shall consolidate into a new corporation to be formed by the consolidation, hereinafter called "the Corporation".

2. The name of the Corporation shall be CASE WESTERN RESERVE UNIVERSITY.

3. The principal office of the Corporation shall be located at Cleveland, Cuyahoga County, Ohio.

4. The purposes of the Corporation shall be to operate a university exclusively for charitable, scientific and educational purposes, including the promotion of learning and research by means of departments or colleges of the humanities, the sciences, medicine, law, engineering, fine arts and such other departments and means of education as may be deemed advisable, and the offering of instruction and conducting of research in all fields deemed to be appropriate; and to carry on the educational activities heretofore carried on by Western Reserve University and Case Institute of Technology, respectively. In furtherance of the foregoing purposes the Corporation shall have the power to grant degrees, certificates and diplomas (which may be issued either on behalf of the university or on behalf of any of the units within the university and may, until December 31, 1972, be issued in the name of Western Reserve University or of Case Institute of Technology); to receive and hold assets, including real property, acquired through purchase, gift, devise or bequest, and to dispose thereof; to have, enjoy and use all other powers and

privileges provided by law; and to do any and all things necessary or proper for the accomplishment of the foregoing powers and purposes. No part of the net earnings of the Corporation shall inure to the benefit of its members, trustees, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the above stated purposes. Upon dissolution of the Corporation, the Trustees shall, after paying or adequately providing for the payment of all known obligations of the Corporation, dispose of all of the assets of the Corporation exclusively for the charitable, scientific and educational purposes of the Corporation.

5. The Corporation shall have all the rights, privileges, immunities, powers, franchises and authority and shall be subject to all the obligations of a corporation formed under Sections 1702.01 to 1702.58, inclusive, of the Revised Code of Ohio. The Corporation shall succeed to and be vested with all the right, title and interest in and to every species of property, including property given, in trust or otherwise either before or after such consolidation, to either of the constituent corporations and all the rights, privileges, immunities, powers, franchises and authority of each of the constituent corporations, without any act, conveyance or transfer other than this Agreement. All property of every description, and every interest therein, and all obligations, of or belonging to or due to each of the constituent corporations shall be taken and deemed to be transferred to and vested in the Corporation without further act or deed and any title to or interest in real estate or other property vested in either of the constituent corporations shall not revert or in any way be impaired by reason of the consolidation. The Corporation shall hold and enjoy all rights pertaining to such property, privileges, franchises and trusts and be subject to all of the debts, liabilities and obligations of every kind, including contract obligations, in the same manner and to the same extent as were the respective constituent corporations.

6. The members of the Corporation shall at all times be the persons who hold office as Trustees of the Corporation. The number of members of

each constituent corporation who will be first Trustees or other officers of the Corporation is 16 as to Western Reserve University and 16 as to Case Institute of Technology.

7. The Corporate powers shall be exercised, and the corporate assets shall be controlled, by the Trustees. The names and addresses of the first Trustees of the Corporation and the year of expiration (at the annual meeting of members of the Corporation) of their respective terms are:

Edward H. deConingh	23799 Stanford Road Shaker Heights, Ohio 44122	(1969)
Clyde T. Foster	17873 Lake Road Lakewood, Ohio 44107	(1969)
Mrs. Ralph S. Schmitt	18803 North Park Boulevard Shaker Heights, Ohio 44122	(1969)
T. Laurence Strimple	Chagrin River Road Gates Mills, Ohio 44040	(1969)
Wm. C. Treuhaft	19200 Shaker Boulevard Shaker Heights, Ohio 44122	(1969)
John J. Bricker	Woodway Ridge Lane New Canaan, Connecticut 06840	(1971)
W. Braddock Hickman	11428 Cedar Glen Parkway Cleveland Heights, Ohio 44106	(1971)
Frank K. Schoenfeld	23999 Stanford Road Shaker Heights, Ohio 44122	(1971)
Curtis Lee Smith	2872 Chatham Road Pepper Pike, Ohio 44124	(1971)
William L. West	24640 Cedar Road Beachwood, Ohio 44124	(1971)
Raymond Q. Armington	Eagle Road Willoughby, Ohio 44094	(1973)
Charles B. Bolton	1800 Richmond Road South Euclid, Ohio 44124	(1973)
Fred J. Borch	Horshoe Road Darien, Connecticut 06820	(1973)
Willis B. Boyer	22150 McCauley Road Shaker Heights, Ohio 44122	(1973)
Ellery Sedgwick, Jr.	Woodstock Road Gates Mills, Ohio 44040	(1973)

(the above designated by Western Reserve University)

George S. Dively	20776 Brantley Road Shaker Heights, Ohio 44122	(1969)
James C. Hodge	2004 S. Belvoir Boulevard South Euclid, Ohio 44121	(1969)
Elmer L. Lindseth	21187 Sydenham Road Shaker Heights, Ohio 44122	(1969)
Henry J. Nave	2717 Ashley Road Shaker Heights, Ohio 44122	(1969)
Bertram D. Thomas	326 Walhalla Road Columbus, Ohio 43202	(1969)
Marvin Bower	44 Greenfield Avenue Bronxville, New York 10708	(1971)
Harvey Brooks	46 Brewster Street Cambridge, Massachusetts 02138	(1971)
Horace A. Shepard	2731 Shelley Road S. E. Shaker Heights, Ohio 44122	(1971)
Kelvin Smith	22099 Shaker Boulevard Shaker Heights, Ohio 44122	(1971)
Hassel Tippit	19601 Van Aken Boulevard Shaker Heights, Ohio 44122	(1971)
John R. Donnell	2200 South Main Street Findlay, Ohio 45840	(1973)
Wade N. Harris	23800 Stanford Road S. E. Shaker Heights, Ohio 44122	(1973)
Herbert E. Markley	256 Tanglewood Drive North Canton, Ohio 44720	(1973)
John W. Reavis	2723 Ashley Road Shaker Heights, Ohio 44122	(1973)
Abe Silverstein	21160 Seabury Avenue Fairview Park, Ohio 44126	(1973)

(the above designated by Case Institute of Technology)

Robert W. Morse	2965 Fairmount Boulevard Cleveland Heights, Ohio 44118	President; ex officio
John S. Millis	3145 North Park Boulevard Cleveland Heights, Ohio 44118	Chancellor; ex officio

At all times the then elected President, Chancellor (if any) and Chairman of the Board of Overseers shall be ex officio Trustees and shall have the right to vote. The Regulations shall provide for classes and terms of Trustees and may provide for classes of non-voting Trustees. The Trustees shall elect the officers of the Corporation and a Chairman of the Board of Trustees and such other officers of the Board as it shall determine.

8. The officers of the Corporation shall be a President, a Treasurer and a Secretary, and may include a Chancellor and such other officers and assistant officers as the Trustees may determine.

The names and addresses of the first officers of the Corporation are:

President:	Robert W. Morse	2965 Fairmount Boulevard Cleveland Heights, Ohio 44118
Chancellor:	John S. Millis	3145 North Park Boulevard Cleveland Heights, Ohio 44118
Treasurer:	Henry W. Spitzhoff	2573 Guilford Road Cleveland Heights, Ohio 44118
Secretary:	Philip A. Legge	39 Locust Lane Chagrin Falls, Ohio 44022

9. There shall be a Board of Overseers of the Corporation, which shall have such duties in the area of oversight of academic and educational programs as shall be designated from time to time by the Trustees. The initial members of the Board of Overseers shall be the persons who were, as of June 30, 1967, members of the Board of Governors of Western Reserve University or Trustees of Case Institute of Technology, excluding, however, such persons as are the first Trustees of the Corporation.

10. The name and address of the statutory agent upon whom any process, notice or demand against either constituent corporation or the Corporation may be served is Philip A. Legge, Case Western Reserve University, University Circle, Cleveland, Ohio 44106.

11. Additional terms of the consolidation and the mode of carrying the same into effect are as follows: This Agreement shall be submitted at separate meetings (duly called with appropriate written notice accompanied by a copy of this Agreement) of the members of each of the constituent corporations. If at each such meeting the Agreement is adopted and ratified by the affirmative vote of two-thirds of the members present and entitled to vote, the record of the proceedings of each such meeting shall be certified by the respective secretaries of said meetings and delivered to the secretary of the first meeting of the Corporation comprised of the

members of each of the constituent corporations, said meeting to be held at 4:30 p.m. on Thursday, June 1, 1967, at 11111 Euclid Avenue, Cleveland, Ohio. At said meeting the proceedings and acts of the two constituent corporations shall be submitted to the meeting. If the meeting approves these and ratifies this Agreement, the secretary of the meeting will certify the signed, approved Agreement and will file it in the office of the secretary of state of Ohio together with a certificate by the president or a vice president and the secretary or an assistant secretary of each constituent corporation containing a signed counterpart of this Agreement or a conformed copy thereof and a statement by such officers as to the manner of adoption of the Agreement by such constituent corporation. These filings shall be made on July 1, 1967 and the consolidation shall be effective as of that date. Thereafter a copy of the certificate of the secretary of the first meeting of the Corporation to the secretary of state, certified by the secretary of state, shall be recorded in the office of the County Recorder of Cuyahoga County, Ohio.

12. The members of the Corporation shall adopt Regulations for the government of the Corporation, the conduct of its affairs, and the management of its property, consistent with law and this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Consolidation on the day and year herein above mentioned.

WESTERN RESERVE UNIVERSITY AND THE TRUSTEES OF WESTERN RESERVE UNIVERSITY

By: John S. Millis
President

And: Mary Carolyn Keff
Secretary

A copy of the Instrument of Authorization, containing signatures of all trustees of Case Institute of Technology and

Western Reserve University, is filed in Volume I, pages 1 through 19, in the Corporation Record Supplement of Case Western Reserve University. This Instrument constitutes approval to enter into above Agreement of Consolidation. Original signatures are filed in the respective Case and Western Reserve Corporation Records.

CASE INSTITUTE OF TECHNOLOGY AND THE TRUSTEES OF CASE INSTITUTE OF TECHNOLOGY

By: Robert W. Morse
President

And: Philip A. Legge
Secretary

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