

**SOCIETY OF COLLISION REPAIR SPECIALISTS
PLAN OF DOMESTICATION/CONVERSION**

This document dated as of December 6, 2021, constitutes the Plan of Domestication (the "Plan") for the domestication and conversion (the "Domestication") of Society of Collision Repair Specialists from an Illinois nonprofit corporation to a nonprofit, nonstock corporation in the Commonwealth of Virginia.

DECLARATIONS

The purpose of this Plan is to set forth the terms upon which Society of Collision Repair Specialists, an Illinois not-for-profit corporation shall domesticate and convert into a Virginia nonstock, nonprofit corporation, in accordance with the provisions of Section 805 ILCS 415 Article 3 of the Illinois Entity Omnibus Act and Chapter 10, Article 11.1 of the Virginia Nonprofit Corporation Act.

I. Name of the Domesticating Organization.

The name of the domesticating entity is Society of Collision Repair Specialists, an Illinois not-for-profit corporation (the "Illinois Corporation").

II. Name of the Domesticated Organization.

The name of the converted entity resulting from the domestication is Society of Collision Repair Specialists, a Virginia nonprofit corporation (the "Virginia Corporation").

III. Terms and Conditions.

Section 805 ILCS 415 Article 3 of the Illinois Entity Omnibus Act (the "Act") allows for the domestication of a domestic Illinois corporation into a foreign corporation. In accordance with applicable law, the Domestication and this Plan have been approved by the members and Board of Directors of the Illinois Corporation as reflected in the resolutions attached hereto as Exhibit A.

IV. Manner and Basis of Converting Membership Interest.

Pursuant to Article 11.1 of the Virginia Nonstock Corporation Act, the Illinois Corporation shall cause to be filed Articles of Domestication providing for the domestication of the Corporation as a nonstock, nonprofit corporation in Virginia, with the Virginia State Corporation Commission (the "SCC"). The Domestication shall become effective, on the time on which the Articles of Domestication are accepted by the SCC (the "Domestication Effective Time"). At the Domestication Effective Time, all of the membership rights of the Illinois Corporation shall, by reason of the Domestication, be converted into the same membership rights of the Virginia Corporation.

V. Effect of Domestication.

On and after the Domestication Effective Time, the Illinois Corporation shall continue its existence in the organizational form of a Virginia nonstock nonprofit corporation. All of the rights,

privileges and powers of the Illinois Corporation and all property and all debts due to the Illinois Corporation, as well as all other items and causes of action belonging to the Illinois Corporation, shall remain vested in the Virginia Corporation and shall be the property of the Virginia Corporation. The members and Board of Directors of the Illinois Corporation will continue to be the members and Board of Directors of the Virginia Corporation. All rights of creditors and all liens upon any property of the Illinois Corporation shall be preserved unimpaired, and all debts, liabilities, duties and obligations of the Illinois Corporation shall remain attached to the Virginia Corporation and may be enforced against the Virginia Corporation to the same extent as if said debts, liabilities, duties and obligations had originally been incurred or contracted by the Virginia Corporation in its capacity as a Virginia nonstock nonprofit corporation.

VI. Governing Law.

This Plan shall be governed by and construed under the laws of the State of Illinois.

IN WITNESS WHEREOF, the undersigned hereby adopts this Plan as of the date set forth above:


By: 
Name: Bruce Halcro
Title: Chairman

EXHIBIT A

Resolutions

(See Attached)

SOCIETY OF COLLISION REPAIR SPECIALISTS

MEMBER RESOLUTIONS

WHEREAS, the Board of Directors (the "Board") of the Society of Collision Repair Specialists (the "Corporation") has adopted a plan of conversion and domestication (the "Plan") following the move of the Corporation from Illinois to the Commonwealth of Virginia; and

WHEREAS, pursuant to 805 ILCS 415 Article 3 of the Illinois Entity Omnibus Act, the Board has submitted the proposed Plan to the membership for adoption by the members.

RESOLVED, that the actions as described in the Plan, dated as of the same date hereof, are authorized, approved and adopted in all respects. All capitalized terms not defined herein shall have the same meaning as set forth in the Plan.

FURTHER RESOLVED, that membership authorizes and approves the execution and delivery of the Plan and the execution, delivery and filing of the Statement of Domestication with the State of Illinois, and authorizes any officer of the Corporation to execute and deliver the Statement of Domestication.

FURTHER RESOLVED, that the execution, delivery and filing of Articles of Domestication be, and hereby is, in all respects approved; and shall be filed with the Commonwealth of Virginia as soon as practicable on or after the hereof.

FURTHER RESOLVED, that the current officers and directors of the Corporation are hereby appointed to serve as officers and directors of the domesticated Corporation in the capacities set forth opposite their name, until their successors are duly elected and qualified, or until their earlier resignation or removal.

IN WITNESS WHEREOF, this Resolution was adopted by the vote of a majority of the members where a quorum was present on [insert date].