

**PLAN OF MERGER
OF
NATIONAL ASSOCIATION FOR PRINTING LEADERSHIP, INC.
(D/B/A EPICOMM)
AND
INTERNATIONAL DIGITAL ENTERPRISE ALLIANCE, INC.**

THIS PLAN OF MERGER (the “Plan”) is made the 28th day of January, 2016, by and between **NATIONAL ASSOCIATION FOR PRINTING LEADERSHIP, INC. (D/B/A EPICOMM)**, a New Jersey nonstock not-for-profit corporation (the “Merged Corporation”), and **INTERNATIONAL DIGITAL ENTERPRISE ALLIANCE, INC.**, a Virginia nonstock corporation (the “Surviving Corporation” and, together with the Merged Corporation, the “Constituent Corporations”), pursuant to which the Merged Corporation will merge with and into the Surviving Corporation pursuant to the applicable provisions of the New Jersey Business Corporation Act and the Virginia Nonstock Corporation Act.

BACKGROUND

A. The Surviving Corporation is a nonstock corporation duly organized and validly existing under the laws of the Commonwealth of Virginia, having been incorporated on January 22, 1985.

B. The Merged Corporation is a nonstock not-for-profit corporation duly organized and validly existing under the laws of the State of New Jersey, having been incorporated on May 17, 1979.

B. The Board of Directors of each of the Surviving Corporation and the Merged Corporation, and the members of the Surviving Corporation and the Merged Corporation, deem it advisable and believe that it is in the best interest of their respective corporations and the members of the respective corporations that the Merged Corporation and the Surviving Corporation combine to form a single entity through the merger of the Merged Corporation with and into the Surviving Corporation (the “Merger”).

THE PLAN

1. Merger; Effective Date.

(a). On the Effective Date (as defined in this Plan of Merger), pursuant to the Merger, the Merged Corporation shall be merged with the Surviving Corporation and the separate existence of the Merged Corporation will cease. The Surviving Corporation shall continue as the surviving entity of the Merger under Virginia law. The name of the surviving corporation following the Merger shall be International Digital Enterprise Alliance, Inc.

(b) The Merger shall be effective as of July 1, 2016 (the “Effective Date”).

2. Effects of the Merger. The effects of the Merger are as follows:

(a) Liabilities and Obligations. On the Effective Date, the separate existence of the Merged Corporation shall cease. All of the property, real, personal and mixed, of the Merged Corporation, and all debts due on whatever account to the Merged Corporation, including choses in action, shall be deemed to be transferred to and vested in the Surviving Corporation, without further action, and the title to any real estate, or any interest therein, vested in the Merged Corporation shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall be responsible for all the liabilities of the Merged Corporation. Liens upon the property of the Merged Corporation shall not be impaired by the merger and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted to judgments as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Any taxes, penalties and public accounts claimed against the Merged Corporation but not settled, assessed or determined prior to the Effective Date shall be settled, assessed or determined against the Surviving Corporation and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of the Surviving Corporation. Notwithstanding anything contained in the foregoing, the Merged Corporation shall, prior to the Effective Date of the Merger, pay-off the entire outstanding balance owed on the Merged Corporation's existing line of credit issued by Northern Trust Corporation.

(b) Articles of Incorporation and By-Laws of Surviving Corporation. On the Effective Date, the Surviving Corporation's Articles of Incorporation, as then in effect, will become the Articles of Incorporation of the Surviving Corporation and thereafter continue to be its Articles of Incorporation until changed as provided by law. On the Effective Date, the Surviving Corporation's By-Laws, as then in effect, will become the By-Laws of the Surviving Corporation and thereafter continue to be its By-Laws until changed as provided by law. It is the intent of the President and Chief Executive Officer and Executive Vice President of the Surviving Corporation shall undertake a review of the By-Laws of the Surviving Corporation and, thereafter, will revise the By-Laws as deemed necessary and appropriate and submit same to the Surviving Corporation's Board of Directors for review, approval and adoption.

(c) Office of Surviving Corporation. On the Effective Date, the Surviving Corporation's principal place of business shall be 1800 Diagonal Road, Suite 320, Alexandria, Virginia 22314, which is the current principal place of business of the Merged Corporation.

(d) Fiscal Year. The Surviving Corporation's fiscal year shall be July 1st to June 30th.

(e) Management and Employees of the Surviving Corporation. On the Effective Date of the Merger, the current employees of each of the Merged Corporation and the Surviving Corporation shall continue as employees of the Surviving Corporation and shall, thereafter, carry out advisory, administrative and management functions with respect to the day-to-day business, operations, affairs and financial interests of the Surviving Corporation.

3. Directors and Officers of the Surviving Corporation.

(a) Board of Directors of the Surviving Corporation. On the Effective Date, the Board of Directors (the "Board") of the Surviving Corporation shall be comprised of up to twenty (20) individuals. The initial composition of the Board of the Surviving Corporation

shall be determined prior to the Effective Date of the Merger; however, it is acknowledged and agreed that the Merged Corporation will have one (1) more appointee to the Board than the Surviving Corporation. By way of example only of the foregoing, in the event that the Merged Corporation and the Surviving Corporation determine that the initial composition of the Board of the Surviving Corporation will be fifteen (15) members, then, under such circumstance, eight (8) of the fifteen (15) members of the Board will be appointed by the Merged Corporation and seven (7) of the fifteen (15) members of the Board will be appointed by the Surviving Corporation as it exists immediately prior to the Merger. Those appointees to the Board shall hold office until their successors have been duly elected and shall have qualified, or as otherwise provided for in the Articles of Incorporation or By-Laws of the Surviving Corporation.

(b) Chief Executive Officer; President; Executive Vice-President. On the Effective Date, the Surviving Corporation shall appoint the following individuals to positions set forth next to their names. The existing employment agreements for each of the following individuals whether such employment agreement be with the Merged Corporation or the Surviving Corporation shall be amended accordingly to reflect the appointment to the position with the Surviving Corporation and, if the Merged Corporation, shall be assigned to and assumed by the Surviving Corporation.

Chief Executive Officer and President:	David Steinhardt
Executive Vice-President:	Ken Garner

(c) Other Officers. On the Effective Date, the first officers of the Surviving Corporation, who shall each hold office for a period of one (1) year from the Effective Date and until their successors have been elected or appointed and shall have qualified, or as otherwise provided for in the By-Laws of the Surviving Corporation, except for the Chairperson and Vice-Chairperson, who shall each hold office for a period of two (2) years from the Effective Date and until their successors have been elected or appointed and shall have qualified, shall be as follows:

Chairperson:	Tim Johnson
Vice-Chairperson:	Dick Ryan
Treasurer:	Wayne Marshall
Secretary:	Dino Pagliarello

(d) The Merged Corporation's Interest in Graphic Arts Show Company. The Merged Corporation owns a one-third interest in Graphic Arts Show Company ("GASC"), a Delaware not-for-profit stock corporation as well as a one-third ownership interest in the Graphic Arts Education & Research Foundation ("GAERF"). GASC received a determination letter from the Internal Revenue Service dated October 13, 1987 stating that GASC is exempt from Federal income taxes pursuant to the provisions of Internal Revenue Code section 501(c)(6). On the Effective Date, the Merged Company's interest in both GASC and GAERF shall be transferred to and assumed by the Surviving Entity.

4. Membership. On the Effective Date, by virtue of the Merger, and without any action of the part of the Merged Corporation or the Surviving Corporation, each membership in the Merged Corporation and the Surviving Corporation shall be converted into a membership in the Surviving Corporation, initially on the same or similar basis and terms applicable to each membership prior to the Merger, but subject to such revised basis and terms as

the Board of the Surviving Corporation shall determine from time to time. Initially, the membership dues payable by the members of either the Merged Corporation or the Surviving Corporation immediately prior to the Merger (except for any member who is a member of both the Merged Corporation and the Surviving Corporation as of the Effective Date of the Merger) shall be set at the rate paid by such members immediately prior to the Merger for a minimum period of two (2) years following the Effective Date of the Merger.

5. **Approval, Filing and Effectiveness.** A Certificate of Merger will be executed and filed with the New Jersey Treasurer and Articles of Merger will be executed and filed with the Commonwealth of Virginia State Corporation Commission and the date of filing of both such filings will be effective as of the Effective Date of the Merger; provided, however, that this Plan of Merger shall have been duly approved in the manner required by New Jersey and Virginia law and shall not have been terminated in accordance with Section 7 hereof.

6. **Operations.** Pending completion of the Merger, each Constituent Corporation shall conduct its operations prudently and in accordance with its usual course and shall refrain from taking any action, including incurring any debt or entering into any contractual obligation, which would have any material adverse effect on its assets or business.

7. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by action of the Board of Directors of the Merged Corporation or by action of the Board of Directors of the Surviving Corporation at any time prior to the Effective Date.

8. **Amendment of the Plan of Merger.** This Plan of Merger may be amended, upon proposal by the Board of Directors of each of the Merged Corporation and the Surviving Corporation and by the requisite vote of the members of each of the Merged Corporation and the Surviving Corporation.