

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is American Lung Association of New England, Inc.
2. It is incorporated under the laws of Connecticut
3. The date of its incorporation is March 20, 1940
4. The address of its principal office in the state or country under the laws of which it is incorporated is:
45 Ash Street, East Hartford, CT 06108
5. The address of its proposed registered office in Rhode Island is Adler Pollack & Sheehan
1 Citizens Plaza - 8th Floor
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is Walter Stone, Esq.
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Prevention and control of lung disease.

FILED

SEP 11 2007

By

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>See attached Exhibit A</u>	_____
Director	_____	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

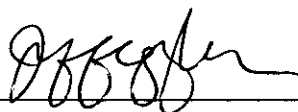
8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/4/07

Amercian Lung Association of New England, Inc.

Print Exact Name of Corporation Making Application

By 
☒ President or ☐ Vice President (check one)

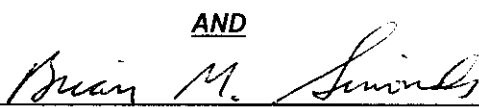
AND
By 
☒ Secretary or ☐ Assistant Secretary (check one)

Exhibit A

American Lung Association of New England, Inc.

7. Names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	George Bogosian	79 Spruce Street Watertown, MA 02472
Director	Kent Booraem	56 Forest Road Essex Junction, VT 05452
Director	Arthur Cerullo	129 Christopher Road North Yarmouth, ME 04097
Director	Mark Cutrali	39 Lyndon Road Cranston, RI 02905
Director	Peter Doran	47 Oakland Road Belgrade, ME 04917
Director	Michael Genovesi	108 Pioneer Drive West Hartford, CT 06117
Director	Mark Ishkanian	53 Ledgewood Drive Readfield, ME 04355
Director	John Keshavan	126 Katie Lane Williston, VT 05495
Director	Marie E. Lemoine	27 Cedar Hill Street Palmer, MA 01069
Director	Theodore W. Marcy	234 Lyman Drive Williston, VT 05495
Director	Robert Petix, Jr.	40 Maplewood Drive East Greenwich, RI 02818
Director	Jane Reardon	27 Wolcott Drive Granby, CT 06035

	<u>Name</u>	<u>Address</u>
Director	Brian Simonds	144 Orchard Road East Longmeadow, MA 01028
Director	Jeffrey Stein	27 Lenox Road Avon, CT 06001
Director	Walter Stone	149 Congress Avenue Providence, RI 02907
Chairperson	Robert Petix, Jr.	40 Maplewood Drive East Greenwich, RI 02818
Vice Chairperson Chair Elect	Jane Reardon	27 Wolcott Drive Granby, CT 06035
President and Chief Executive Officer	Jeffrey Seyler	278 Mountain Road Wilbraham MA 01095
Secretary	Brian Simonds	144 Orchard Road East Longmeadow, MA 01028
Treasurer	Jeffrey Stein	27 Lenox Road Avon, CT 06001

CERTIFICATE AND ARTICLES OF MERGER

OF

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

With and Into

**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

1. The name of the surviving corporation is **AMERICAN LUNG ASSOCIATION OF
NEW ENGLAND, INC.** (the "Surviving Corporation")

2. The Agreement and Plan of Merger is set forth in Exhibit A attached hereto and made
part hereof (the "Merger Agreement").

3. **Corporate Approvals**

a. A majority of the Board of Directors of **AMERICAN LUNG
ASSOCIATION OF MAINE** has adopted and approved the Merger Agreement at a meeting held
on June 22, 2007. **AMERICAN LUNG ASSOCIATION OF MAINE, INC.** has no members.

b. A majority of the members of **AMERICAN LUNG ASSOCIATION OF
RHODE ISLAND, INC.** present at a meeting held on June 18, 2007 adopted and approved the
Merger Agreement.

c. Sixty (60) members of **AMERICAN LUNG ASSOCIATION OF
VERMONT, INC.** were eligible to vote on the Merger Agreement. Fourteen (14) members were
present at a meeting held on June 28, 2007, and Fourteen (14) members adopted and approved the
Merger Agreement at such meeting.

d. A majority of the members of **THE AMERICAN LUNG ASSOCIATION
OF CONNECTICUT, INC.** present at a meeting held on June 13, 2007 adopted and approved this

Merger Agreement in the manner required by Sections 33-1000 through 33-1290 inclusive, of the Connecticut General Statutes and the Certificate of Incorporation.

4. **Effective Time**

The Merger shall be effective as of 11:59 p.m. on June 30, 2007.

5. **Certificate of Incorporation.**

At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety, as set forth on Exhibit A of the Agreement and Plan of Merger attached hereto. Nothing herein shall limit the ability of the Surviving Corporation to further amend its Certificate of Incorporation at any time and from time to time after the Effective Time, in accordance with the provisions thereof and applicable law.

6. **Appointment of Agent**

a. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Maine in any proceeding for the enforcement of any obligation of **AMERICAN LUNG ASSOCIATION OF MAINE**, the sole Maine Constituent Corporation or any obligation incurred by the Surviving Corporation in the State of Maine. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Maine as its agent to accept service of process in any such proceeding.

b. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of **AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.** or any obligation incurred by the Surviving Corporation in the State of Rhode Island. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Rhode Island as its agent to accept service of process in any such proceeding.

c. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Vermont in any proceeding for the enforcement of any obligation of **AMERICAN LUNG ASSOCIATION OF VERMONT, INC.** or any obligation incurred by the Surviving Corporation in the State of Vermont. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Vermont as its agent to accept service of process in any such proceeding.

Dated this 13th day of June, 2007.

CERTIFICATE AND ARTICLES OF MERGER

OF

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

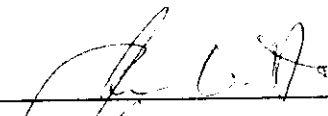
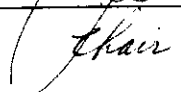
**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

With and Into

**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

THE AMERICAN LUNG ASSOCIATION OF
CONNECTICUT, INC.

By:  John Votto
Its  Chair

Signature Page for The American Lung Association of Connecticut, Inc.

**CERTIFICATE AND ARTICLES OF MERGER
OF**

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

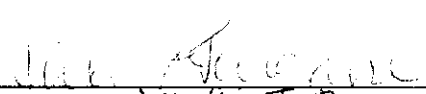
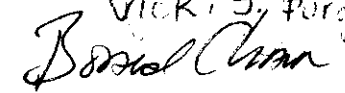
**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

With and Into

**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

AMERICAN LUNG ASSOCIATION OF
MAINE

By: 
Its  Vicki J. Purgavie

Signature Page for the American Lung Association of Maine

CERTIFICATE AND ARTICLES OF MERGER

OF

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

With and Into

**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

AMERICAN LUNG ASSOCIATION OF
RHODE ISLAND, INC.

By: _____

Its

Robert G. Petix, Jr., President

Signature Page for the American Lung Association of Rhode Island, Inc.

CERTIFICATE AND ARTICLES OF MERGER

OF

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

With and Into

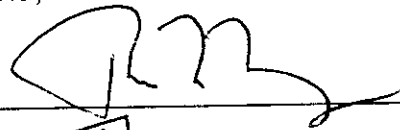
**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

AMERICAN LUNG ASSOCIATION OF
VERMONT, INC.

By: _____

Its


Theodore W. Marney
Chair of The Board

Signature Page for the American Lung Association of Vermont, Inc.

Exhibit A

AGREEMENT AND PLAN OF MERGER

Pursuant To Which

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

**AMERICAN LUNG ASSOCIATION OF VERMONT, INC.
(A VERMONT CORPORATION)**

Merge With and Into

**THE AMERICAN LUNG ASSOCIATION OF CONNECTICUT, INC.
(A CONNECTICUT CORPORATION)**

**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
Section 7-6-48 of the Rhode Island Nonprofit Corporation Act,
Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") by and between American Lung Association of Maine ("ALA ME"), American Lung Association of Rhode Island, Inc., ("ALA RI"), American Lung Association of Vermont, Inc. ("ALA VT") and The American Lung Association of Connecticut, Inc. ("ALA CT" and, after the Effective Time, as defined below, the "Surviving Corporation") (collectively the "Constituent Corporations") by which the Constituent Corporations, in consideration of the mutual promises and terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), agree to merge (the "Merger");

WHEREAS, the purpose of this Merger is to integrate the operations of the Constituent Corporations; and

WHEREAS, the respective Boards of Directors and the members, as the case may be, of the Constituent Corporations have deemed it advisable and to the advantage of such corporations that the Constituent Corporations merge into ALA CT upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors and the members, as the case may be, of the Constituent Corporations have adopted and approved this Merger Agreement; and

WHEREAS, ALA ME has no members and

WHEREAS, the Constituent Corporations each are organizations exempt from federal income tax under Section 501(a) of the Internal Revenue Code as charitable organizations described in 501(c)(3) of the Internal Revenue Code;

NOW, THEREFORE, the parties agree as follows:

1. **The Merger and Surviving Corporation.** In accordance with the terms of this Merger Agreement and the applicable laws of the States of Connecticut, Maine, Rhode Island and Vermont, the Surviving Corporation shall:

a. Make an appropriate filing of the Certificate and Articles of Merger, including a copy of this Merger Agreement, with the Secretary of the State of the State of Connecticut;

b. Make an appropriate filing of the Certificate and Articles of Merger, including a copy of this Merger Agreement, with the Secretary of State of the State of Maine;

c. Make an appropriate filing of the Certificate and Articles of Merger, including a copy of this Merger Agreement, with the Secretary of State of the State of Rhode Island;

d. Make an appropriate filing of the Certificate and Articles of Merger, including a copy of this Merger Agreement, with the Secretary of State of the State of Vermont. At the Effective Time (as defined below) ALA ME, ALA RI and ALA VT shall be merged with and into ALA CT, which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created under and governed by the laws of the State of Connecticut, under the name American Lung Association of New England, Inc.

2. **Effective Time.** The Merger shall be effective as of 11:59 p.m. on June 30, 2007.

3. **Effect of Merger.** At the Effective Time:

a. ALA ME, ALA RI, and ALA VT shall merge with and into the Surviving Corporation;

b. The separate existence of ALA ME, ALA RI and ALA VT shall cease;

c. The title to all real estate and all other property, tangible and intangible, owned by each Constituent Corporation shall be vested in the Surviving Corporation without reversion or impairment, and such vesting shall occur without further act or deed;

d. The Surviving Corporation shall have all liabilities and obligations of each Constituent Corporation party to the Merger, provided that obligations upon the property of the disappearing corporations shall be limited to the property affected thereby immediately prior to the time the Merger is effective;

e. A proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation whose existence ceased;

f. Any asset that becomes the property of the Surviving Corporation that is subject to any permanent restriction as to the use of that asset shall remain subject to such

restrictions and shall be maintained, accounted for and administered by the Surviving Corporation strictly in conformance with any and all such restrictions, including without limitation restrictions as to the use of such assets for the benefit of the residents of a particular State;

g. Any bequest, devise, gift, grant or promise contained in a will or in any other instrument of donation, subscription, or conveyance, which is made to a Constituent Corporation and which takes effect or remains payable after the Merger, shall inure to the benefit of the Surviving Corporation, unless the will or other instrument otherwise specifically provides;

h. The Surviving Corporation shall continue the charitable activities of the American Lung Association of Maine in Maine. The Surviving Corporation shall provide written notice to the Maine Attorney General no less than thirty days prior to the complete discontinuation or substantial reduction of these charitable activities in Maine outside of the ordinary course of business; and

i. The Merger shall otherwise have the effects provided under the applicable laws of Connecticut, Maine, Rhode Island and Vermont.

4. **Certificate of Incorporation**. At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in their entirety, as set forth on Exhibit A hereto. Nothing herein shall limit the ability of the Surviving Corporation to amend its Certificate of Incorporation at any time and from time to time after the Effective Time, in accordance with the provisions thereof and applicable law.

5. **Bylaws**. At the Effective Time, the by-laws of the Surviving Corporation shall be restated in their entirety. A copy of the restated by-laws is attached as Exhibit B hereto. Nothing herein shall limit the ability of the Surviving Corporation to amend its by-laws at any time and

from time to time after the Effective Time, in accordance with the provisions thereof and applicable law.

6. **Directors and Officers.**

a. As of the Effective Time, the following individuals shall be directors of the Surviving Corporation:

- | | |
|---------------------|-------------------|
| 1. George Bogosian | 8. John Keshavan |
| 2. Kent Booraem | 9. Marie Lemoine |
| 3. Arthur Cerullo | 10. Ted Marcy |
| 4. Mark Cutrali | 11. Robert Petix |
| 5. Peter Doran | 12. Jane Reardon |
| 6. Michael Genovesi | 13. Brian Simonds |
| 7. Mark Ishkanian | 14. Jeffrey Stein |
| | 15. Walter Stone |

b. As of the Effective Time, the officers of the Surviving Corporation shall be as follows:

Robert Petix	Chairperson
Jane Reardon	Vice Chairperson/Chair elect
Brian Simonds	Secretary
Jeffrey Stein	Treasurer
Jeffrey Seyler	President and Chief Executive Officer

7. **Amendment, Termination and Abandonment.** This Merger Agreement may be modified or amended in any manner and at any time and from time to time to prior to the filing of the Certificate and Articles of Merger with the Secretary of the State of the State of

Connecticut, the Secretary of State of the State of Maine, the Secretary of State of the State of Rhode Island or the Secretary of State of the State of Vermont. Any modification or amendment to this Merger Agreement must be made in writing and executed by the Constituent Corporations. This Merger Agreement may be terminated and the Merger abandoned at any time prior to the filing of the Certificate and Articles of Merger with the Secretary of the State of the State of Connecticut, the Secretary of State of the State of Maine, the Secretary of State of the State of Rhode Island or the Secretary of State of the State of Vermont by action of any Constituent Corporation's board of directors.

8. **No Members.** The Surviving Corporation shall have no members. The members of ALA RI and ALA VT shall not be members in the Surviving Corporations, and the current members of ALA CT shall cease to be members as of the Effective Time.

9. **Further Assurances.** Upon execution of this Merger Agreement and thereafter, the Constituent Corporations, including the Surviving Corporation each agree to do such things as may be reasonably requested by the other in order to consummate more effectively or document the transactions contemplated by this Merger Agreement or otherwise carry out the purposes of this Merger Agreement. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Merger Agreement, the title of any property or rights of the Merging Corporation, then the last acting officers and directors of ALA ME, ALA RI or ALA VT or the corresponding officers and directors of the Surviving Corporation shall be authorized to execute such instruments, to make all such assignments and assurances and to do all things necessary and proper to vest title in such property or rights in the Surviving Corporation.

10. **Appointment of Agent.**

a. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Maine in any proceeding for the enforcement of any obligation of ALA ME, the sole Maine Constituent Corporation; or any obligation incurred by the Surviving Corporation in the State of Maine. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Maine as its agent to accept service of process in any such proceeding.

b. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of ALA RI, the sole Rhode Island constituent corporation, or any obligation incurred by the Surviving Corporation in the State of Rhode Island. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Rhode Island as its agent to accept service of process in any such proceeding.

c. The Surviving Corporation hereby consents that it may be sued and served with process in the State of Vermont in any proceeding for the enforcement of any obligation of ALA VT, the sole Vermont constituent corporation, or any obligation incurred by the Surviving Corporation in the State of Vermont. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Vermont as its agent to accept service of process in any such proceeding.

11. **Registered Agent.** The Registered Agent of the Surviving Corporation shall be MCR&P Service Corporation, CityPlace I, 185 Asylum Street, 29th Floor, Hartford, Connecticut 06103-3469.

12. **Number; Gender; Captions; Certain Designations.** Whenever the context so requires, the singular numbers includes the plural, the plural includes the singular, and the gender of any pronoun includes the other gender. Titles and captions in this Merger Agreement are inserted only as matter of convenience and in no way affect the scope of this Merger Agreement or the intent of its provisions.

13. **Governing Law.** This Merger Agreement is governed by and shall be construed and enforced in accordance with the laws of the State of Connecticut.

14. **Counterparts.** This Merger Agreement may be executed in two or more counterparts, each of which shall be deemed an original.

DULY EXECUTED and delivered by each of the Constituent Corporations, through the actions of their duly authorized officers, this 29th day of June, 2007.

AGREEMENT AND PLAN OF MERGER

Pursuant To Which

**AMERICAN LUNG ASSOCIATION OF MAINE
(A MAINE CORPORATION),**

**AMERICAN LUNG ASSOCIATION OF RHODE ISLAND, INC.
(A RHODE ISLAND CORPORATION), and**

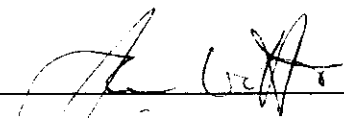
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Merge With and Into

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**(Pursuant to Section 906 of the Maine Nonprofit Corporation Act,
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Section 11.01 et seq. of the Vermont Nonprofit Corporation Act and
Section 33-1155 et seq. of the Connecticut Revised Nonstock Corporation Act)**

THE AMERICAN LUNG ASSOCIATION OF
CONNECTICUT, INC.

By:  John Votho
Its 

Signature Page for The American Lung Association of Connecticut, Inc.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

