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ID Number: 050107500 31489



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

Better Business Bureau, Inc., 235 West Central Street, Suite 1, Natick, MA 01760-3767

(Insert full name of surviving or new entity on this line.)

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SECRETARY OF STATE
CORPORATIONS DIV
JUN -5 AM 9:26

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
The Better Business Bureau of Rhode Island, Inc. 31489	Non-Profit Corporation	Rhode Island
Better Business Bureau, Inc.	Non-Profit Corporation	Massachusetts

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Better Business Bureau, Inc.
which is to be governed by the laws of the state of Massachusetts
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
The name of the surviving entity has not been amended.
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
235 West Central Street, Suite 1, Natick, MA 01760-3767
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing December 31, 2007 June 5, 2008

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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By 059429
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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Not Applicable

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

Not Applicable

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Better Business Bureau of Rhode Island, Inc.

Print Entity Name

By: [Signature] Chairman
Name of person signing Title of person signing

By: A. Michael Mann President / Secretary
Name of person signing Title of person signing

Better Business Bureau, Inc.

Print Entity Name

By: [Signature] Chairman
Name of person signing Title of person signing

By: [Signature] President / Secretary
Name of person signing Title of person signing

Articles of Merger or Consolidation
The Better Business Bureau of Rhode Island, Inc.
Attachment to Rhode Island Form 610

Section III

The Rhode Island Better Business Bureau, Inc. is a non-profit corporation pursuant to Title 7, Chapter 6 of the Rhode Island General Laws, as amended.

On September 06, 2007, at a duly called meeting of the Board of Directors and members of the **Better Business Bureau of Rhode Island, Inc.**, there was a review and in-depth discussion of a 7 page White Paper dated August 30, 2007 that had been prepared and previously distributed by BBB President, A. Michael Marino relating to 3 merger proposals which had been received by the **Better Business Bureau of Rhode Island, Inc.**

A quorum was present and following discussion a motion was made and unanimously approved, subject to the terms and conditions reported below, that the **Rhode Island Better Business Bureau, Inc.**, on or about December 31, 2007, merge with the **Better Business Bureau, Inc.** which organization currently serves all of eastern Massachusetts and the states of Maine and Vermont.

The conditions and plan of the merger were that the **Better Business Bureau, Inc.** would be the surviving entity of the merger and that it would assume the assets and all liabilities and obligations of the **Better Business Bureau of Rhode Island, Inc.**; that a physical office would remain in the state of Rhode Island and that all employees would be offered the same or comparable employment with the **Better Business Bureau, Inc.**

The integration of the **Rhode Island Better Business Bureau's** geographic service area into the service area served by the **Better Business Bureau, Inc.** was formally approved by the Board of Directors of the **Council of Better Business Bureaus**, at a meeting on December 04, 2007.

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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. RALPH MOLLIS

Secretary of State

