

Filing Fee: See Instructions

ID Number: 119550



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

Citizens Bank of Pennsylvania

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

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
Citizens Bank of Pennsylvania	Business Corporation	PA
PA Investment Corp. III	Business Corporation	RI
Citizens Bank of Pennsylvania		

- 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 Citizens Bank of Pennsylvania
which is to be governed by the laws of the state of PA

- 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:

N/A

- 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:

N/A

- 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

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.

12:05 FILED

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By [Signature]

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RECORDS DIV
STATE OF RHODE ISLAND

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 PA Investment Corp III

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) 10/1/2008

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

.....
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:

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.

Citizens Bank of Pennsylvania

By: Jocia Horton Print Entity Name _____
Name of person signing Secretary Title of person signing

By: _____
Name of person signing Title of person signing

PA Investment Corp. III

By: Jocia Horton Print Entity Name _____
Name of person signing Assistant Secretary Title of person signing

By: _____
Name of person signing Title of person signing

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

PLAN OF MERGER approved on October 21, 2008 by PA Investment Corp. III, a business corporation organized under the laws of the State of Rhode Island, and by resolution adopted by its Board of Directors on said date, and approved on October 21, 2008, by Citizens Bank of Pennsylvania, a business corporation organized under the laws of the State of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. PA Investment Corp. III and Citizens Bank of Pennsylvania shall be merged with and into a single corporation, to wit, Citizens Bank of Pennsylvania, which shall be the surviving corporation on the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Citizens Bank of Pennsylvania. The separate existence of PA Investment Corp. III, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease on the effective date of the merger.

2. The Articles of Incorporation of the surviving corporation on the effective date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Pennsylvania.

3. The bylaws of the surviving corporation on the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the laws of the State of Pennsylvania.

4. The directors and officers in office of the surviving corporation on the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective date of the merger shall, on the effective date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued on the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Rhode Island Business Corporation Act, and the merger of the non-surviving

corporation with and into the surviving corporation shall be author

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island, the laws of the State of Pennsylvania and other applicable law and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

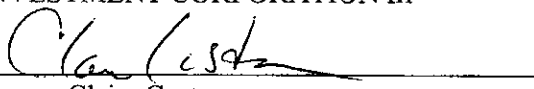
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

The effective date of the merger herein provided for shall be November 1, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized respective officers as of the date first written above.

PA INVESTMENT CORPORATION III

By


Name: Claire Costa
Title: Treasurer

CITIZENS BANK OF PENNSYLVANIA

By


Name: Ralph Papa
Title: Chairman

corporation with and into the surviving corporation shall be author

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island, the laws of the State of Pennsylvania and other applicable law and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

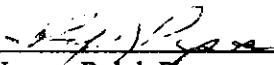
The effective date of the merger herein provided for shall be November 1, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized respective officers as of the date first written above.

PA INVESTMENT CORPORATION III

By _____
Name: Claire Costa
Title: Treasurer

CITIZENS BANK OF PENNSYLVANIA

By 
Name: Ralph Papa
Title: Chairman



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 7, 2009

TO WHOM IT MAY CONCERN:

Re: PA INVESTMENT CORP III

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER CORPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations

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RECEIVED
STATE
TAX DIVISION



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

