

31044

Filing Fee: See Instructions

ID Number:

2009 JUL 29 PM 1:05

SECRETARY OF STATE
CORPORATIONS DIV



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
CranstonArc

(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
CranstonArc	Non-Profit Corp	RI
People in Partnerships, Inc. 63300	Non-Profit Corp	RI

- 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 CranstonArc
which is to be governed by the laws of the state of Rhode Island
- 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 Upon 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.

FILED
JUL 29 2009
By 045576
1165

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 _____

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.

.....
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.

.....
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.

.....
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.

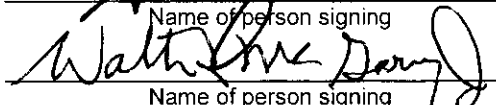
CranstonArc

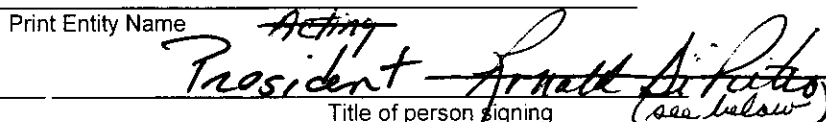
Print Entity Name

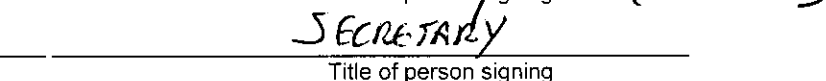
By:


Name of person signing

By:


Name of person signing

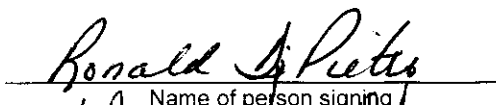

Title of person signing (see below)


Title of person signing

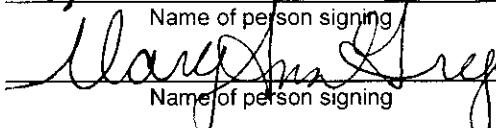
People In Partnerships, Inc.

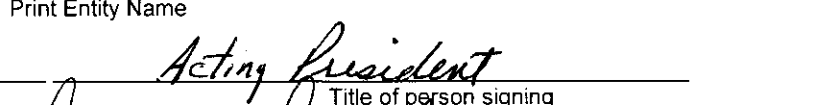
Print Entity Name

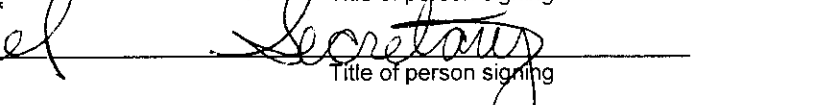
By:


Name of person signing

By:


Name of person signing


Title of person signing


Title of person signing

Articles of Merger of
CranstonArc and People In Partnerships, Inc.

Attachment

At a meeting of the members of CranstonArc on July 1, 2009, at which a quorum of the members was present, the Agreement and Plan of Merger was adopted by a majority vote of the members present at the meeting.

People In Partnerships, Inc. does not have members. At a meeting of the Board of Directors of People In Partnerships, Inc., on March 11, 2009, at which a quorum of the Directors were present, the Agreement and Plan of Merger was adopted by a majority vote of the Directors present at the meeting.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of July ²⁸/₂₀, 2009 is by and between **CRANSTONARC**, a Rhode Island non-profit corporation ("CranstonArc") and **PEOPLE IN PARTNERSHIPS, INC.**, a Rhode Island non-profit corporation ("PIP") (CranstonArc and PIP are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, CranstonArc and PIP each provide a variety of services to persons with mental retardation, developmental disabilities and other kinds of disabilities.

WHEREAS, the Boards of Directors of each of the Constituent Corporations, and the members of CranstonArc, have deemed it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Rhode Island permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of Rhode Island.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that PIP shall be and it hereby is merged into CranstonArc, which shall be the Surviving Corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name.

The name of the surviving corporation shall be CranstonArc upon the effective date of the merger.

Section 2. Articles of Incorporation.

The Articles of Incorporation of CranstonArc on the effective date of the merger shall remain in effect

Section 3. Bylaws.

The Bylaws of CranstonArc on the effective date of the merger shall remain in effect.

Section 4. Directors and Officers.

The Directors or Officers of CranstonArc on the effective date of the merger shall be as attached hereto as Exhibit 1

Section 5. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as:

(i) This Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws, and

(ii) The Articles of Merger shall have been filed in the office of the Secretary of State of Rhode Island.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of CranstonArc shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of PIP shall be continued in and merged into CranstonArc and CranstonArc shall be fully vested therewith.

(c) The date upon which this Agreement and Plan of Merger and any other required documents have been filed in all of the offices mentioned above and upon which the Constituent Corporations shall so become a single corporation is the effective date of the merger.

Section 6. Effect of Merger.

Upon the merger becoming effective:

(a) CranstonArc shall possess all rights, privileges, powers, licenses and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise provided by law;

(b) CranstonArc shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the surviving corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of PIP shall thenceforth attach to, and are hereby assumed by, CranstonArc and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

Section 7. Delivery of Deeds and Instruments.

From time to time as and when requested by CranstonArc or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall make, or cause to be taken, all such other and further actions as CranstonArc may deem necessary and desirable in order to more fully vest in and conform to CranstonArc title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 7 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

Section 8. Expenses of Merger.

Each of the Constituent Corporations shall bear its own expenses in carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

Section 9. Abandonment of Merger.

Notwithstanding anything herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective:

- (a) By mutual consent of the Boards of Directors of the Constituent Corporations;
- (b) By the Board of Directors of either one of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or
- (c) By the Board of Directors of either one of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or substantially affecting any of the Constituent Corporations or the Surviving Corporation or any of their respective

assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

Section 10. Service of Process.

Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Merged Corporation or for any obligation of the Surviving Corporation arising from the merger, by the mailing of such service of process to:

Gary St. Peter
St. Peter and Kasle
4 Richmond Square, #1
Providence, RI 02906-5117

Section 11. Employer Identification Number.

The federal employer identification number of CranstonArc shall be the federal employee identification number of CranstonArc.

Section 12. Committees.

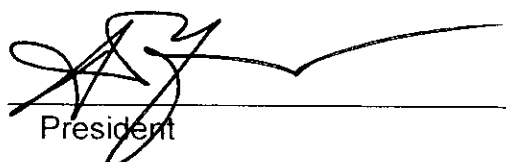
Each Committee of a Constituent Corporation which existed prior to the merger and will not be a Standing Committee under the Bylaws after the merger, is hereby continued as an ad hoc Committee of CranstonArc, to serve with the same charge until the Board of Directors determines otherwise.

Section 13. Fictitious Business Name.

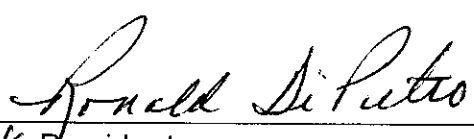
Upon consummation of the merger, CranstonArc shall register with the Rhode Island Secretary of State the fictitious business name "People In Partnerships".

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

CRANSTONARC

By: 
President

PEOPLE IN PARTNERSHIPS, INC.

By: 
ACTING President

F:\Documents\CranstonArc\People in Partnerships\Agreement and Plan of merger final.doc

Exhibit 1

Directors and Officers

Michael Marques	President & Director
Sanford Fern	Vice President & Director
Thomas Hogg	Finance Chair & Director
Walter McGarry	Treasurer & Director
Brenda Myette	
Elaine Lyden	
Marie Bianco	
Kevin Delbonis	
Robert Salvagna	
Valerie Izzi	
Nancy Weber	
Thomas Kane	



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

