

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

.....
SLH, Inc.
.....

Pursuant to the provisions of Chapter 7-6 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by each of the undersigned corporations:

(Insert Plan of Merger)

See Exhibit A attached hereto and made a part hereof.

12/22/92

SECOND: As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:

(Note 1)

The Plan of Merger was adopted by Sophia Little Home by a consent in writing signed under the date of ~~October~~ *November 30, mds*, 1992 by all members entitled to vote in respect thereof. *oaf*

The Plan of Merger was adopted by SLH, Inc. by a consent in writing signed under the date of ~~October~~ *November 30, mds*, 1992 by all members entitled to vote in respect thereof. *oaf*

Dated *November 30*, 19 92

Sophia Little Home (Note 2)

By *X Mary Dowd Struck* (Note 3)

Its President

and *Andr B. Prescott* (Note 3)

Its Secretary

SLH, Inc. (Note 2)

By *X Mary Dowd Struck* (Note 3)

Its President

and *Andr B. Prescott* (Note 3)

Its Secretary

NOTES: 1. As to each of the corporations parties to the merger, insert whichever of the following statements is applicable:

- "The Plan of Merger was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Merger received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
- "The Plan of Merger was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereof."
- "The Plan of Merger was adopted by _____ at a meeting of the Board of Directors held on _____, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."

2. Exact corporate names of corporations executing the Articles.

3. Signatures and titles of officers signing for the respective corporations.

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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ago
Agreement and Plan of Merger ("Plan of Merger") dated this ~~30th~~ day of ~~October~~^{November}, 1992, by and between SLH, Inc., a Rhode Island non-profit corporation ("SLH"), and Sophia Little Home, a Rhode Island non-profit corporation ("Sophia Little Home"),

W I T N E S S E T H:

WHEREAS, the directors and members of both SLH and Sophia Little Home have determined that the merger of Sophia Little Home with and into SLH (the "Merger") pursuant to the provisions of Chapter 7-6-43 1 et seq. of the Rhode Island Non-Profit Corporation Act, as amended (the "Act"), is both desirable and in the best interests of the respective corporations, and have each approved this Plan of Merger;

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein and in accordance with the applicable provisions of the Act, SLH and Sophia Little Home do hereby agree that Sophia Little Home shall be merged with and into SLH, and that the terms and conditions of the Merger shall be as follows:

1. At the Effective Time of the Merger (as hereinafter defined), Sophia Little Home shall be merged with and into SLH under the laws of the State of Rhode Island. SLH shall be the surviving corporation, and the identity, existence, powers, objects, franchises, rights and immunities

of SLH, shall be unaffected and unimpaired by the Merger. At the time the Merger becomes effective, the separate existence of Sophia Little Home, except insofar as such separate existence may be continued by statute, shall cease.

2. At the Effective Time of the Merger, the Articles of Incorporation (the "Articles") and by-laws of SLH, as the same exist at the Effective Time of the Merger, shall be the Articles of Incorporation and by-laws of the surviving corporation, provided that the Articles shall be deemed to be amended to provide that the name of the surviving corporation shall be "THE SOPHIA LITTLE HOME."

3. The directors of SLH at the Effective Time of the Merger shall continue to be the directors of the surviving corporation until their successors are duly elected and qualified in accordance with the by-laws of the surviving corporation.

4. The officers of SLH at the Effective Time of the Merger shall continue in office as the officers of the surviving corporation and shall hold office until their respective successors are duly elected and qualified in accordance with the by-laws of the surviving corporation.

5. The sole member of SLH at the Effective Time of the Merger shall continue to be the sole member of the surviving corporation.

6. At the Effective Time of the Merger, the surviving corporation shall thereupon and thereafter possess all of the

rights, privileges, immunities and franchises, of a public as well as of a private nature, of Sophia Little Home, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due to Sophia Little Home shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, vested in Sophia Little Home shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the surviving corporation. The surviving corporation, shall thenceforth be responsible and liable for all the liabilities and obligations of Sophia Little Home; and any claim existing or action or proceeding pending by or against Sophia Little Home may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in the place of Sophia Little Home.

7. Upon the approval of this Plan of Merger by the directors and members of both SLH and Sophia Little Home, and upon the execution and delivery of the same, Articles of Merger shall be executed and filed with the Secretary of State of the State of Rhode Island in accordance with the Act, together with a copy of this Plan of Merger as authorized and executed.

8. To the extent permitted by law, from time to time as and when requested by the surviving corporation, or by its successors or assigns, Sophia Little Home, shall execute, seal

and deliver, or cause to be executed, sealed and delivered, all such deeds and instruments, or to take or cause to be taken, such further or other actions as the surviving corporation may deem necessary or desirable, in order to vest in and confirm to the surviving corporation title to, and possession of, any property of Sophia Little Home acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof and the directors and officers of SLH are fully authorized in the name of Sophia Little Home to take any and all such action.

9. The Effective Time of the Merger provided for in this Agreement and Plan of Merger shall be such time as Articles of Merger with respect to the Merger are filed with the Secretary of State of the State of Rhode Island as required by the applicable provisions of the General Laws.

10. At the Effective Time of the Merger, the name of the Surviving Corporation shall be changed from "SLH, Inc." to "THE SOPHIA LITTLE HOME"

IN WITNESS WHEREOF, SLH, Inc. and SOPHIA LITTLE HOME, have each caused their duly authorized representatives to execute this Plan of Merger on the day and date first above written.

Attest:

SLH, Inc.

Andrew B. Prescott
Secretary

By: Mary Dowd Struck
Mary Dowd Struck
President

Attest:

SOPHIA LITTLE HOME

And B. Prescott
Secretary

By: *Mary Dowd Struck*
Mary Dowd Struck
President

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