

Filing Fee: See Instructions

ID Number: 30957



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2011 DEC 12 PM 3:56
RECEIVED
CORPORATE SERVICES
STATE

ARTICLES OF MERGER OR CONSOLIDATION INTO

Sayles Memorial Congregational Church (UCC)

(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
Sayles Memorial Congregational Church (UCC) <u>30957</u>	Domestic Nonprofit	RI
Pawtucket Congregational Church <u>29294</u>	Domestic Nonprofit	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 Sayles Memorial Congregational Church (UCC) which is to be governed by the laws of the state of RI

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 1/1/12

.....

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

DEC 12 2011

BY 158512 3:56

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.

Sayles Memorial Congregational Church (UCC)

_____ Print Entity Name

By: Robert D. Lyle President
Name of person signing Title of person signing

By: Kathryn Brown Secretary
Name of person signing Title of person signing

Pawtucket Congregational Church (UCC)

_____ Print Entity Name

By: + George E. Peters President
Name of person signing Title of person signing

By: R. Lewis Mitchell Clerk
Name of person signing Title of person signing

**Plan of Merger
Sayles Memorial Congregational Church (UCC)
and
Pawtucket Congregational Church**

This Plan of Merger between Sayles Memorial Congregational Church (UCC) and Pawtucket Congregational Church is dated as of June 19,2011.

Preliminary Statement

The parties are Rhode Island nonprofit religious institutions , which are constituent members of the United Church of Christ. The parties have determined that a merger of the two hereinbefore named parties Is in the best interests of both corporations and the members of both corporations and respective ministries of both corporations that have approved of this Plan of Merger by resolutions duly adopted by the ministries of each.

Now therefore in consideration of the premises and of the mutual agreements herein contained, and in accordance with the applicable provisions of Rhode Island Non -Profit Corporation Act, the parties do agree as follows:

1. Merger. On the effective date Pawtucket Congregational Church shall merge into Sayles Memorial Congregational Church (UCC) which shall be the surviving corporation. The corporate existence of Sayles Memorial Congregational Church shall continue unaffected and unimpaired by the Merger and as the surviving corporation Sayles Memorial Congregational Church shall continue to be governed by the law of the State of Rhode Island.
2. Articles of Incorporation and By-Laws. The Articles of Incorporation and the By-Law of Sayles Memorial Congregational Church as in effect at the date of merger shall continue in full force and effect as such until altered amended or repealed in accordance with the applicable provisions thereof or in the manner prescribed by applicable law.
3. Leaders and Officers. The officers and leaders of Sayles Memorial Congregational Church as of the effective date shall continue in office until their successors are duly elected death, disability or resignation whichever shall occur first.
4. Corporate Existence of Pawtucket Memorial Congregational Church. On the effective date, the separate corporate existence of Pawtucket Memorial Congregational Church shall cease (except to the extent continued by applicable law), and all of it property, rights and privileges of whatsoever nature and description shall be transferred to and vest in Sayles Memorial Congregational Church (UCC), without further act and deed. Confirmatory deeds, assignments and other similar instruments, when deemed desirable by Sayles Memorial Congregational Church (UCC) to evidence such transfer or vesting of property right or privilege shall at any time, from time to time, be made and delivered in the name of Pawtucket Congregational Church by the last acting officers thereof, or by the corresponding officer of Sayles Memorial Congregational Church (UCC).
5. Effective Date. The Merger shall become effective on the date of filing of the Articles of Merger as required by the Rhode Island Nonprofit Corporation Act or upon such later date as may be specified in the Articles of Merger.

In Witness Whereof, the parties hereto have caused this Plan of Merger to be signed by the authorized officers as of the day and year first above written.

Pawtucket Congregational Church

By: George E. Peters

By: K. Louise Mitchell

Sayles Memorial Congregational Church (UCC)

By: Robert D. Lyle

By: Kathryn G. Brown

Sayles Memorial Congregational Church (UCC)
and
Pawtucket Congregational Church

Statement of Adoption of Plan of Merger

The Plan of Merger was adopted by Sayles Memorial Congregational Church (UCC) at a meeting of members of the Church on June 16, 2010 at which a quorum was present, and the Plan of Merger received At least a majority of the votes of the members present.

Sayles Memorial Congregational Church (UCC)

By Robert D. Gle
President

By Kathryn G. Brown
Secretary

The Plan of merger was adopted by Pawtucket Congregational Church at a meeting of members of the Church on June 16, 2010 at which a quorum was present, and the Plan of Merger received at least a majority of the votes of members present.

Pawtucket Congregational Church

By George E. Peters
President

By R. Louise Mitchell
Clerk