

Filing Fee: See Instructions

ID Number: 745857



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

RECEIVED
DIVISION OF BUSINESS SERVICES
DEC 22 PM 2:08

ARTICLES OF MERGER OR CONSOLIDATION INTO

Central Falls Public Library

(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
Central Falls Public Library 745857	Non-profit corporation	Rhode Island
The Board of Trustees of the Adams Library 27552	Non-profit corporation	Rhode Island

- 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 Central Falls Public Library
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:
Adams Public Library
- 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:
Not applicable
- 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 12:01a.m. January 1, 2016

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 263877
A. A. 3:08 p.m.

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.

Central Falls Public Library

Print Entity Name

By: <u>Albert M. Romanow</u>	<u>President</u>	_____
Name of person signing		Title of person signing
By: <u>Jamie Agutter</u>	<u>Secretary</u>	_____
Name of person signing		Title of person signing

Board of Trustees of the Adams Library

Print Entity Name

By: <u>[Signature]</u>	<u>President</u>	_____
Name of person signing		Title of person signing
By: <u>Albert M. Romanow</u>	<u>Secretary</u>	_____
Name of person signing		Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (“**Agreement and Plan of Merger**” or “**Merger**”) made and entered into as of the 18th day of December, 2015 by and between The Board of Trustees of the Adams Library, a non-profit corporation organized under the laws of the State of Rhode Island (“**BOT**”) having an address at 205 Central Street, Central Falls, Rhode Island 02863 and Central Falls Public Library, a Rhode Island non-profit corporation (“**CFPL**”) having an address at 205 Central Street, Central Falls, Rhode Island 02863. (BOT and CFPL are sometimes hereinafter collectively referred to as the “**Corporations**”).

WITNESSETH:

WHEREAS, BOT (Corporate ID 000027552) and CFPL (Corporate ID 000745857) are non-profit corporations organized and existing under the laws of the State of Rhode Island;

WHEREAS, the Corporations were organized for the purpose of owning and managing certain donated assets to establish and maintain a free public library in Central Falls, Rhode Island;

WHEREAS, the Board of Directors of BOT has determined that the functions of BOT in owning and managing library assets should now be undertaken by CFPL with lesser administrative costs and burdens, and the justification no longer exists for BOT to continue to operate as a legal entity, separate and distinct from CFPL;

WHEREAS, accordingly, the Boards of Directors of the Corporations, respectively, have deemed it appropriate, advisable and in the best interests of their respective

Corporations and in the best interests of the public served by the Corporations, to merge BOT with and into CFPL with CFPL being the surviving Corporation in the Merger;

WHEREAS, neither BOT nor CFPL have members, their respective Boards of Directors being fully authorized by Rhode Island law to take actions on behalf of each such Corporation; and

WHEREAS, by Unanimous Consents of the Boards of Directors of BOT and CFPL dated as of December 18, 2015, respectively, each such Board approved and adopted the within Agreement and Plan of Merger.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Corporations do hereby agree to merge in accordance with the provisions of R.I. Gen. Laws Sections 7-6-43 and 7-6-45, as amended, subject to the following provisions:

1. **EFFECTIVE DATE:** The merger of BOT with and into CFPL shall become effective (the “**Effective Date**”) as of 12:01 a.m. on January 1, 2016.

2. **MERGER:** On the Effective Date, BOT shall be merged with and into CFPL, the separate existence of BOT shall cease to exist and CFPL shall continue to exist by virtue of, and be governed by, the laws of the State of Rhode Island and shall be known by the name “**Adams Public Library.**” After the Effective Date, CFPL shall thereupon and thereafter possess each and every right, privilege, immunity and franchise of both a public and a private nature, formerly of BOT and of the merged Corporations including, without limitation any and all property, real, personal and mixed, including the real estate together with all improvements, personal property and all other assets of BOT located at 205 Central Street, Central Falls, Rhode Island 02963 together with all bank accounts,

investment accounts and other accounts, contract rights, warranties, guarantees, insurance proceeds, rights under grants and bequests, rights under insurance policies, all debts, obligations and liabilities of BOT due on whatever account, and all other claims and choses in action, choate or inchoate, and all and every other interest of or belonging to or due to or from BOT; all such assets and properties shall be taken and deemed to be transferred to and vested in CFPL as the surviving Corporation without further act or deed. The title to any and all real estate, and any interest therein, vested in in BOT or CFPL shall not revert or be in any way impaired by reason of the merger authorized by this Agreement and Plan of Merger. CFPL, as the surviving Corporation, shall thenceforth be responsible and liable for all the liabilities, debts and obligations of the Corporations from and after the Effective Date; and any claims existing or actions or proceedings pending by or against such Corporations may be prosecuted as if such merger had not taken place substituting CFPL as the surviving entity in any such actions or proceedings. Neither the rights of mortgagees, creditors any holders of liens upon the property of any such Corporation shall be impaired by such merger. The officers of CFLP shall follow any required procedures to notify the Internal Revenue Service and any other State and Federal authorities and agencies that regulate the business and affairs of the Corporation and shall take all action, and execute and file any and all instruments, documents, returns and forms as may be required for the merger herein authorized to fully comply with any and all applicable laws and regulations.

3. **ARTICLES OF INCORPORATION AND BY-LAWS:** The Articles of Incorporation and By-laws of CFPL, amended through the Effective Date of merger, shall be the Articles of Incorporation and By-laws of the surviving Corporation until further amended in accordance with the provisions thereof and applicable law, and for all purposes

they shall be deemed to be the Articles of Incorporation and By-laws adopted by the Board of Directors of CFPL as the surviving Corporation. The Federal Employer Identification Number of the CFPL shall be the Federal Employer Identification Number of the surviving Corporation.

4. **DIRECTORS AND OFFICERS; INDEMNIFICATION**: The directors of BOT and CFPL immediately prior to the Effective Date shall serve as the directors of the surviving Corporation until the next annual meeting of CFPL held to elect directors in accordance with the By-Laws of CFPL. The officers of CFPL in office immediately prior to the Effective Date shall continue as the officers of the surviving Corporation until the first post-Merger meeting (the “**Post-Merger Meeting**”) of the surviving Corporation’s Board of Directors, at which meeting new officers shall be elected by the Board. The Post-Merger Meeting shall be held in all events within sixty (60) days following the Effective Date of the Merger. Any officer serving CFPL prior to the Effective Date may be re-elected at the Post-Merger Meeting.

As the surviving Corporation under this Agreement and Plan of Merger, CFPL, its successors and assigns, shall forever defend, indemnify and hold each and every person who served as a trustee, officer or director of BOT, at any time prior to the Effective Date, harmless from and against any and all loss, cost, damage, fines, penalties or liabilities whatsoever (including reasonable attorneys’ fees and costs incurred in the defense thereof) in the taking of any action or failure to act on behalf of BOT prior to the Effective Date. Said rights to indemnification shall be provided to the maximum extent indemnification is allowed to directors and officers of non-profit corporations under the Rhode Island Non-profit Corporation Act in effect as of the Effective Date. Notwithstanding anything to the

contrary contained in this Agreement and Plan of Merger, said indemnification rights constitute a material condition for BOT's consent to this Agreement and Plan of Merger. Accordingly, said indemnification rights may not be revoked, amended or rescinded by CFPL, or any successor or assign of CFPL. The foregoing shall not be deemed to limit or restrict the rights of any director or officer of the surviving Corporation to indemnification in the taking of any action or failure to act from and after the Effective Date in accordance with CFPL's By-Laws or under the Rhode Island Non-profit Corporation Act, as amended from time to time.

5. **FURTHER ACTS OR DOINGS; POWER OF ATTORNEY:** The appropriate officers of BOT and CFPL are hereby authorized and directed to prepare (or have prepared) and to file Articles of Merger with the Rhode Island Secretary of State, to pay any and all filing fees and costs and to pay any and all attorneys' fees and costs of the Corporations incurred in connection with the Merger. If at any time CFPL shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest, perfect or to confirm, of record or otherwise in CFPL, title to any property of BOT acquired or to be acquired by reason of or as a result of the merger provided for in this Agreement and Plan of Merger, both the directors and officers of BOT and the directors and officers of CFPL are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of BOT or otherwise to vest, perfect and confirm title to such property in CFPL as the surviving Corporation and to otherwise carry out the intent and purposes of this Agreement and Plan of Merger. In furtherance of these powers, BOT does hereby grant and authorize the directors and officers of CFPL, its successors and assigns, in the

name of BOT and as BOT's attorney, to do any and all things necessary or advisable to consummate the merger of BOT into CFPL under the terms of this Agreement and Plan of Merger, and does hereby further authorize the board of directors and officers of CFPL, as the agent and attorney of BOT, to execute, acknowledge, deliver and perform, any and all further instruments, deeds, contracts, documents, returns, filings and other acts which may be reasonably required to consummate the within Agreement and Plan of Merger and to accomplish the intent and purposes hereof.

This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute a single instrument.

IN WITNESS WHEREOF, the parties have hereunto caused this Agreement and Plan of Merger to be executed by their officers thereunto duly authorized all as of the day and year first above written.

THE BOARD OF TRUSTEES
OF THE ADAMS LIBRARY

By: [Signature]
President

By: Albert M. Romanosky
Secretary


CENTRAL FALLS PUBLIC
LIBRARY

By: Albert M. Romanosky
President

By: Jamie Agenter
Secretary


STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 21st of December, 2015, before me personally appeared Gayle A. Corrigan and Albert Romanowicz, being the President and Secretary, respectively, of The Board of Trustees of the Adams Library, a Rhode Island non-profit corporation, to me known and known by me to be the parties executing the foregoing instrument, and they acknowledged said instrument, by them executed, to be their free act and deed, in said capacities, and the free act and deed of said corporation.


Notary Public
My Commission Expires: 7/24/17
ID # 26023

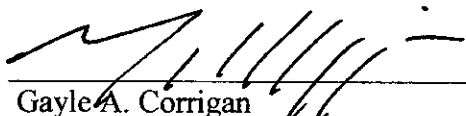
STATE OF RHODE ISLAND
COUNTY OF Providence

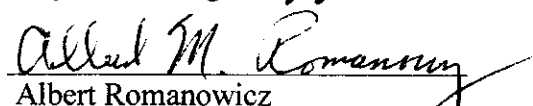
In Providence, on the 21st of December, 2015, before me personally appeared Albert Romanowicz and Janice Argentieri, being the President and Secretary, respectively, of Central Falls Public Library, a Rhode Island non-profit corporation, to me known and known by me to be the parties executing the foregoing instrument, and they acknowledged said instrument, by them executed, to be their free act and deed, in said capacities, and the free act and deed of said corporation.

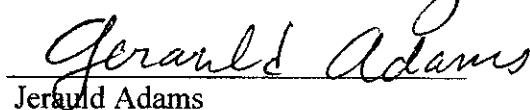

Notary Public
My Commission Expires: 7/24/17
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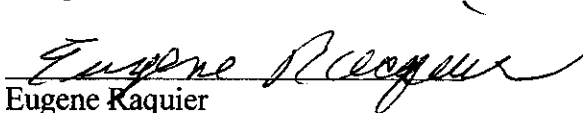
Statements of Members of Boards of Directors of Merged Entities

The Board of Trustees of the Adams Library has no members. The within Agreement and Plan of Merger has been duly adopted by unanimous consent in writing of the Board of Directors of The Board of Trustees of the Adams Library dated as of December 18, 2015.


Gayle A. Corrigan

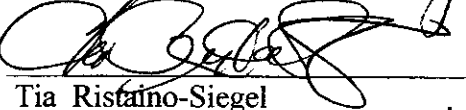

Albert Romanowicz

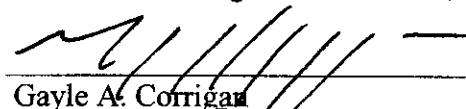

Gerald Adams


Eugene Raquier

Central Falls Public Library has no members. The within Agreement and Plan of Merger has been duly adopted by unanimous consent in writing of the Board of Directors of Central Falls Public Library dated as of December 18, 2015.



Albert Romanowicz


Tia Ristaino-Siegel


Gayle A. Corrigan


Janice Argenti


Ann Raquier


Bruce Kaplan