

Filing Fee: See Instructions

ID Number: 800030780



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
SECRETARY OF STATE
CORPORATIONS DIV
2016 MAR 16 AM 10:10

ARTICLES OF MERGER OR CONSOLIDATION INTO

St. Paul Evangelical Lutheran Church

(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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Bethany Evangelical Lutheran Church of Cranston, R.I. and St. Paul Evangelical Lutheran Church.

- 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 St. Paul Evangelical Lutheran Church 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.
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 March 31, 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.

FILED
MAR 16 2016
By 270165
A.A. 10:10 A.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.

Bethany Evangelical Lutheran Church of Cranston, R.I.

Print Entity Name

By: Lynn Anderson President
Name of person signing Title of person signing

By: Giida Murray Secretary
Name of person signing Title of person signing

St. Paul Evangelical Lutheran Church

Print Entity Name

By: Kudaly [Signature] President
Name of person signing Title of person signing

By: Willie [Signature] Secretary
Name of person signing Title of person signing

AGREEMENT OF MERGER

Agreement made this day of 3/6/16, by and between The Bethany Evangelical Lutheran Church of Cranston, R.I., a Rhode Island not-for-profit corporation with a principal place of business at 116 Rolfe Square, Cranston, R.I. 02910 (RI Business ID #000027238) (hereinafter "Bethany"), and The St. Paul Evangelical Lutheran Church, a Rhode Island not-for-profit corporation with a principal place of business at 389 Greenwich Avenue, Warwick, R.I. 02886 (RI Business ID #000030780) (hereinafter St. Paul).

WHEREAS, both parties are congregations of the Evangelical Lutheran Church in America (ELCA), New England Synod (Synod); and

WHEREAS, the membership, attendance and expenses of maintaining two congregations in close proximity has made it desirable for the parties to combine their efforts to provide worship, Christian instruction and outreach, as one congregation and in one location, in order to fulfill the mission and purpose of both more effectively; and

WHEREAS, the parties have agreed upon terms for their merger and continued existence as a merged congregation, continuing the existence and purpose of both in one place and as one body;

NOW THEREFORE, the parties agree as follows:

1. **Legal Merger.** Upon vote of the congregations of both parties to merge and execute this document and all other documents required to accomplish their merger, and upon approval of the merger by the Synod, appropriate merger documents shall be filed with the Secretary of State of Rhode Island, effecting the legal merger of the corporations.
2. **Effective Date of Merger.** The effective date of the merger shall be the date of filing of the merger documents or March 31, 2016, whichever date is later ("effective date").
3. **Continuing Corporation and Name.** St. Paul shall be the surviving corporation, and the name of the corporation upon merger and thereafter shall be St. Paul Evangelical Lutheran Church.
4. **Continued Reference to Bethany.** After merger, the surviving corporation and congregation shall recognize that it is the continuance of the existence and mission and ministry of Bethany, and shall note such existence in publications, physical plaques and displays in the church building, and in all other appropriate ways, to demonstrate the continued existence of the Bethany congregation, church and ministry.
5. **Transfer of Endowment Funds and Disposition of Assets.** Except as otherwise set forth in this agreement, all assets of Bethany existing at the date of this agreement shall become assets of the merged corporation. Specifically, and not in limitation thereof, the following specific assets shall be addressed as follows:
 - a. Bethany shall have the right to sell or otherwise dispose of its real estate at the address listed above at such price and upon such terms as it shall decide, in its sole


discretion, whether closing of such sale shall be prior to or after the effective date. The net proceeds of such sale shall be added to the general funds of Bethany and be transferred to the merged corporation upon merger.

- b. All endowment funds of Bethany, except for those covered by Paragraph 6 below, and those specific gifts made in accordance with Exhibit B attached hereto, shall be transferred to the merged corporation, and be administered in accordance with the terms and restrictions applying to such funds. Every effort shall be made by Bethany and the merged entity to assure the continued availability of such funds to the merged corporation, it being recognized that the merged corporation is the continuance of the existence of Bethany and its congregation and ministry. Bethany makes no representation or promise that any funds held by any entity other than it shall continue to benefit the merged corporation.
 - c. All general funds and assets, records, and religious artifacts owned by Bethany at the time of merger, not covered by 5(a) above, shall become the property of the merged corporation.
6. **Bethany Cemetery.** The parties recognize and agree that Bethany owns a cemetery in Cranston, R.I., which is on property separate from the church building. Prior to or contemporaneously with the merger, said cemetery property shall be transferred by Bethany to the cemetery corporation of St. Paul (The St. Paul Evangelical Lutheran Church Cemetery, Inc.), to be owned by and administered in accordance with the rules and regulations of that corporation. In addition, \$250,000 of the unrestricted endowment funds of Bethany shall be distributed to the cemetery corporation to provide funds to pay for the operation and care of the Bethany Cemetery.
 7. **Insurance Policies; Retirement Funds; Employment Records.** Upon merger, and upon evidence of coverage by replacement insurance policies or sale of assets requiring such insurance, all insurance policies covering Bethany shall be cancelled. Any insurance on the Bethany church building shall be kept in effect until sale of said building. Any retirement funds in the name of Bethany shall be transferred to the oversight of St. Paul, to be applied as required by law for the benefit of those current or former employees benefiting from such retirement funds. All employment records for Bethany employees, current or past, shall be maintained by St. Paul. All past insurance policies covering Bethany which are in effect or held in the records of Bethany shall be retained and maintained by St. Paul.
 8. **Governmental Notices.** The parties agree that all governmental entities required to receive notice of the merger, or any matters arising as a result of the merger, shall be notified as required.
 9. **Employment.** Except as set forth in separate employment agreements or arrangements, no employee of Bethany shall be an employee of the merged corporation, and there are no promises of continued employment by the merged entity in existence.
 10. **Officers and Council.** After merger, the members of the Church Council and Officers of the merged congregation/corporation, elected in accordance with the Constitution of the merged corporation, which shall be the Model Constitution for Congregations of the ELCA, which shall be adopted contemporaneously with the merger if not already adopted, shall be those persons listed on Exhibit A attached hereto and made a part hereof.

11. Merger and Choice of Law; Miscellaneous. This is a Rhode Island agreement and shall be governed by the laws of the State of Rhode Island, and into it are merged all of the discussions of the parties. This agreement shall be subject to the jurisdiction of the courts of the State of Rhode Island, to the jurisdiction of which both parties submit. Prior to any dispute being submitted to court, however, the parties shall attempt in good faith to resolve the dispute, and shall seek the assistance of the Synod Bishop in such efforts. Paragraph headings are for reference only and have no substantive meaning. Any amendment to this agreement shall be in writing with the same formalities of this agreement.


IN WITNESS WHEREOF, the parties have set their hands and seals by their officers duly authorized to sign, the day and date first written above.

**THE BETHANY EVANGELICAL
LUTHERAN CHURCH OF
CRANSTON, RHODE ISLAND**

By: 

Lynn Anderson, President
Being duly authorized

**THE ST. PAUL EVANGELICAL
LUTHERAN CHURCH**

By: 

Kimberly Paiva, President
Being duly authorized

EXHIBIT A
CONGREGATION COUNCIL AFTER MERGER

Kimberly Paiva - Council President
Bob Jacob - Vice President
Bill Zurawski - Secretary
Linda Nelson - Treasurer
Lynn Anderson
Judy Forgue
Melissa Martin
Dan Martineau
Marge McGunagle
Lisa Murley
Linda Murray
MaryEvelyn Nelson
Richard Pezza
Ron Strunz

EXHIBIT B

SPECIFIC DISTRIBUTIONS FROM BETHANY ENDOWMENT PRIOR TO TRANSFER

\$5,000 Camp Calumet Lutheran Ministries, New England Synod
\$5,000 Camp Street Ministries, Providence, RI
\$5,000 ELCA Fund for Leaders in Mission
\$10,000 Cranston Comprehensive Community Action Program (CCAP)
\$10,000 Mission Development Fund, New England
Total gifts: \$35,000

CERTIFICATION OF VOTE

We, the duly elected President and Secretary of **St. Paul Evangelical Lutheran Church**, hereby certify that at a duly called meeting of the members of the corporation, held March 6, 2016, at which a quorum was present, the attached Articles of Merger and Agreement of Merger were passed by a UNANIMOUS vote.

In witness whereof, we have set our hands and seals this 6 day of March, 2016.

Pastor Maedon H. [Signature]
Witness

Kimberly [Signature]
President

Pastor Sara Anderson
Witness

[Signature]
Secretary

CERTIFICATION OF VOTE

We, the duly elected President and Secretary of **Bethany Evangelical Lutheran Church of Cranston, R.I.**, hereby certify that at a duly called meeting of the members of the corporation, held March 6, 2016, at which a quorum was present, the attached Articles of Merger and Agreement of Merger were passed by a unanimous vote.

In witness whereof, we have set our hands and seals this ____ day of March, 2016.

Pastor Mercedes Hammes
Witness

Lynn Anderson
President

Pastor Mercedes Hammes
Witness

Quida Murray
Secretary