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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
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Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is HMEA, Inc.

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

- ☐ The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- ☐ The resolution to dissolve the corporation was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- ☒ The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on March 24, 2016, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

See the Plan of Distribution attached hereto and made a part hereof.

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5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 24, 2016

HMEA, Inc.

Print Corporate Name

By 

☒ President or ☐ Vice President (check one)

By  **AND** 

☒ Secretary or ☐ Assistant Secretary (check one)

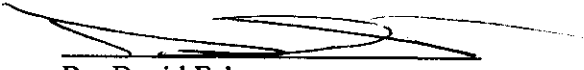
PLAN OF DISTRIBUTION

HMEA, INC.

The following plan of distribution (the "Plan") of HMEA, Inc., a Rhode Island non-profit corporation with its principal place of business at 110 Jefferson Boulevard, Warwick, RI 02888 (the "Corporation"), shall be effective only upon the adoption and approval of the Plan and the authorization of the dissolution of the Corporation at a meeting of the Board of Directors of the Corporation by the affirmative vote of at least a majority of the Directors in office. The date of such adoption, approval and authorization by the Corporation's Board of Directors is hereinafter called the "Effective Date".

1. The Corporation shall proceed with the payment and discharge of all liabilities and obligations of the Corporation.
2. All assets held by the Corporation which are held upon the condition they must be returned, conveyed or transferred as a result of the dissolution of the Corporation, shall be returned, transferred or conveyed in accordance with such requirements.
3. After all of the Corporation's liabilities have been paid and discharged and all assets held under condition of return in the event of a dissolution have been accordingly returned, conveyed or transferred in accordance with paragraphs 1 and 2 hereof, all remaining assets held by the Corporation shall be transferred or conveyed to Horace Mann Educational Associates, Inc., a Massachusetts non-profit, tax-exempt corporation with purposes essentially identical to those of the Corporation.
4. As soon as practicable after the transfer of the assets of the Corporation to the stockholders as provided in paragraphs 1 through 3 above, the Corporation shall be dissolved through the filing of Articles of Dissolution with the Office of the Secretary of State, in accordance with the Rhode Island Nonprofit Corporations Act, Chapter 7-6-54.
5. The officers of the Corporation are hereby authorized to execute such instruments and to take such other action as may be necessary to satisfy the liabilities of the Corporation, to distribute all of its assets and execute and deliver Articles of Dissolution as set forth in this Plan of Distribution.

ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS OF HMEA, INC. ON
MARCH 24, 2016



By: David Felper
Its: President



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

