

Filing Fee: See Instructions

ID Number: 1670927



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

ARTICLES OF MERGER OR CONSOLIDATION INTO

SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR);

(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
SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR)	Non-Profit	Rhode Island
SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR)	Non-Profit	Delaware

- 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 SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR)
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.

- 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:

- 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. Effective Date: upon filing

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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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.

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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.

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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

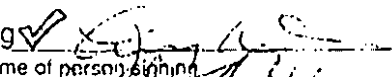
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting 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.

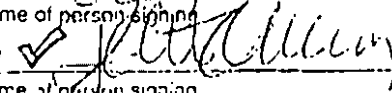
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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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.

SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR)

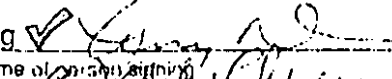
Print Entity Name

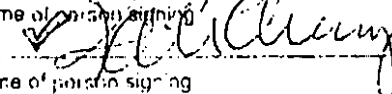
By: Amy Downing ✓  President _____
Name of person signing Title of person signing

By: Kate O'Leary ✓  Secretary _____
Name of person signing Title of person signing

SOUTHERN NEW ENGLAND COLLEGE AND UNIVERSITY PROFESSIONAL ASSOCIATION FOR HUMAN RESOURCES, INC. (SNECUPA-HR)

Print Entity Name

By: Amy Downing ✓  President _____
Name of person signing Title of person signing

By: Kate O'Leary ✓  Secretary _____
Name of person signing Title of person signing

PLAN OF MERGER

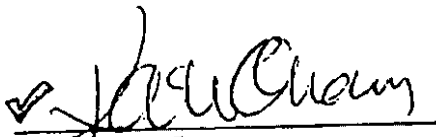
THIS PLAN OF MERGER ("Agreement") dated September 28, 2017, is entered into between Southern New England College and University Professional Association for Human Resources, Inc. (SNECUPA-HR), a Rhode Island Non-Profit corporation (herein "**Surviving Corporation**") and Southern New England College and University Professional Association for Human Resources, Inc. (SNECUPA-HR), a Delaware nonprofit corporation (herein "**Merging Corporation**").


1. Merging Corporation shall be merged into Surviving Corporation.
2. Merging Corporation has no members.
3. Surviving Corporation has no members.
4. The Articles of Incorporation of the Surviving Corporation shall be the governing Articles of Incorporation and shall not be effected by the merger.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. On September 28, 2017, the Board of Directors of both the Merging Corporation and Surviving Corporation unanimously consented to and adopted this Agreement and the Agreement received the vote of a majority of the directors in office.
7. The effective date of the merger shall be upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.
8. The effect of the merger is as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

ATTEST:

SOUTHERN NEW ENGLAND COLLEGE AND
UNIVERSITY PROFESSIONAL ASSOCIATION FOR
HUMAN RESOURCES, INC. (SNECUPA-HR),
a Rhode Island Non-Profit corporation

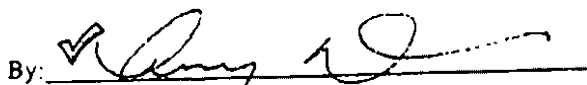
✓ 
Kate O'Leary, Secretary

By: ✓ 
Amy Downing, President

ATTEST:

SOUTHERN NEW ENGLAND COLLEGE AND
UNIVERSITY PROFESSIONAL ASSOCIATION FOR
HUMAN RESOURCES, INC. (SNECUPA-HR),
a Delaware nonprofit corporation

✓ 
Kate O'Leary, Secretary

By: ✓ 
Amy Downing, President