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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

**ARTICLES OF CONSOLIDATION
OF DOMESTIC CORPORATIONS
INTO**

Providence Presbyterian Church, Presbyterian
Church, U.S.A. of Providence, R.I.
.....

Pursuant to the provisions of Chapter 7-6 of the General Laws, 1956, as amended, the undersigned corporations, adopt the following Articles of Consolidation for the purpose of merging them into a new corporation:

FIRST: The following Plan of Consolidation was approved by each of the undersigned corporations:

(Insert Plan of Consolidation)

See attached Plan of Union identified as Exhibit A hereto.

SECOND: As to each of the undersigned corporations, the Plan of Consolidation was adopted in the following manner:

(Note 1)

- (a) the Plan of Consolidation was adopted by Second Presbyterian Church of Providence, Rhode Island at a meeting of its members held on May 18, 1986, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- (b) the Plan of Consolidation was adopted by the United Presbyterian Church of Providence at a meeting of its members held on May 14, 1986, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to vote.

Dated July 21, 1986

31082

SECOND PRESBYTERIAN CHURCH OF
PROVIDENCE, RHODE ISLAND (Note 2)

30654

UNITED PRESBYTERIAN CHURCH
OF PROVIDENCE (Note 2)

By Ronald Ribeiro (Note 3)

Its President

By Rita R. Gehnenbeck (Note 3)

Its President

and Nancy F. Mackintosh (Note 3)

Its Secretary

and Allen L. Ziglar (Note 3)

Its Secretary

- NOTES:**
1. As to each of the corporations parties to the consolidation, insert whichever of the following statements is applicable:
 - (a) "The Plan of Consolidation was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
 - (b) "The Plan of Consolidation was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereof."
 - (c) "The Plan of Consolidation was adopted by _____ at a meeting of the Board of Directors held on _____, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
 2. Exact corporate names of corporations executing the Articles.
 3. Signatures and titles of officers signing for the respective corporations.

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AUG 4 1986
OF

PLAN OF UNION

THE PRESBYTERIAN CHURCH OF PROVIDENCE, RI

The following Plan of Union is adopted by the Second Presbyterian Church of Providence, Rhode Island and the United Presbyterian Church of Providence, Rhode Island.

- a. The effective date of such union shall be June 22nd following the date when each of the Congregations has approved the plan by a majority of those members present at a regularly called Congregational meeting, with such notice and quorum as is required by the respective by-laws of the two churches, and when Presbytery has approved the particular union and this Plan of Union.
- b. The purpose of this union is to provide for the worship of Almighty God and the instruction in the Christian Religion by a united Congregation, which shall share the property, real and personal, of these uniting churches and provide for the services of a minister for the new Church.
- c. The new Church shall be known as the Providence Presbyterian Church, Presbyterian Church, U.S.A of Providence, R.I.
- d. The new Church shall be subject to the by-laws of the Congregation of the United Church and the form of government of the Presbyterian Church, (U.S.A.)
- e. The membership of Providence Presbyterian Church shall consist of those who were members of the uniting Churches plus those received by the Session of the new Church.
- f. Initially, the officers of the new Church, Elders, Deacons and Trustees, shall be those officers in active service of the uniting Churches who will undertake to perform their responsibilities under the constitution and by-laws of the new Church until the first annual Congregational and Corporation meeting, subsequent to the effective date of the union. New classes of Elders, Deacons and Trustees, shall be elected by the new Congregation according to the by-laws of Providence Presbyterian Church at that time.
- g. The present staff of the churches shall continue in their present positions according to contracts.
- h. Session will serve as nominating committee for the Pastoral Nominating Committee. Pastoral Nominating Committee shall consist of eight members, four from each of the two uniting churches. Of the four from each particular congregation, two shall be session members and two shall be elected from the congregation.

- I. The new congregation shall cause a Corporation to be formed under the appropriate laws of the State of Rhode Island. It shall include in its articles the substance of Sections B, C, and D above. The Corporation by-laws of the said Church shall be those as set forth in the attached copy.
- J. All property of the uniting Churches, real and personal, shall be transferred to the Corporation under Section I above. The new Corporation shall be the legal successor of the Corporation of the uniting Churches, and it shall be bound to administer, so far as it may be possible, any Trusts, Memorial Funds and Gifts received in accordance with the provisions of the original establishment of the Trust, Memorial Funds and Gifts. All liabilities of the uniting Churches shall be the liabilities of the new Church.
- K. The duration of the new Church shall be perpetual.
- L. The trustees of the new Church are as follows:
- | | |
|--|--|
| Mrs. Nancy Mackintosh
48 Lauriston Street
Providence, RI 02906 | Mrs. Rita Gehrenbeck
979 Smith Street
Providence, RI 02908 |
| Mr. Ron Ribeiro
12 Violet Street
Providence, RI 02908 | Mrs. Helen Nigohosian
6 Chandler Avenue
North Providence, RI 02911 |
| Mrs. Jessie Stafford
36 Rugby Street
Cranston, RI 02910 | Mr. Dan Varin
19 President Avenue
Providence, RI 02906 |
- M. The registered agent for the new Church shall be Mr. Dan Varin and the initial registered office shall be 500 Hope Street, Providence, RI 02906.

Respectively submitted by the
Plan of Union Committee

ARTICLE I: NAME AND RELATIONSHIPS

- Section 1 The name of this church shall be Providence Presbyterian Church, Presbyterian Church, U.S.A. of Providence, Rhode Island. This Church was organized by the Presbytery of Southern New England on June 22, 1986, and was incorporated under the laws of the State of Rhode Island on _____.
- Section 2 This Church is a particular congregation of the Presbyterian Church (U.S.A.) and is subject to the guidance and direction of the General Assembly, and the Presbytery of jurisdiction. These by-laws and all activities of this church shall always be in full conformity with the Constitution of the Presbyterian Church (U.S.A.) as properly interpreted by the governing bodies of jurisdiction, and they set forth the ecclesiastical and corporate structure and method of operation of this particular church.
- Section 3 The principal office for transaction of the business of this church including its corporate affairs shall be at 500 Hope Street, Providence, RI 02906:

ARTICLE II: OBJECTIVES

- Section 1 The proclamation of the gospel of the Grace of God in Jesus Christ for the salvation of men: the extension of the Kingdom of God into all the world in obedience to the command of Christ; the spiritual nurture of members so that they may grow in grace and in the knowledge of our Lord and Savior Jesus Christ; the establishment and maintenance of a Sunday School for the instruction of children and adults in the Word of God; the maintenance of appropriate services for the worship of Almighty God; the opportunity for Christian Fellowship in the Church Family; the promotion of social justice and moral integrity.
- Section 2 To these ends, the Church as a corporation may receive, hold, invest and disburse gifts, bequests and other funds; it may own, maintain and/or lease real estate and buildings, and any personal property which is deemed necessary to its objectives; and it may enter into, make and perform and carry out contracts of every kind for any lawful purpose without limit to amount.

ARTICLE II: OBJECTIVES (continued)

Section 3 As a corporation, this church has been formed under the state of Rhode Island corporation law for the religious purposes set forth in Section 1 of this Article, and it shall be nonprofit and nonpartisan. The corporation shall function in compliance with the provisions of the United States Internal Revenue Code, Section 501(c)(3) as follows: "No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, ...and which does not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office."

Section 4 Neither the congregation nor the corporation shall, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives set forth in Section 1 of this Article.

ARTICLE III: MEMBERSHIP

Section 1 The membership of the congregation of the church is made up of baptised members, active members, inactive members & affiliate members. No persons shall be denied membership because of race, ethnic origin, worldly condition or any other reason not connected with profession of faith.

Section 2 All active members, and only such members, who are present at a congregational meeting are entitled to vote, subject to civil law regarding age requirements in voting on corporate matters.

ARTICLE IV: CONGREGATIONAL MEETING

Section 1 Business to be transacted at meetings of the congregation may be of two kinds: ecclesiastical and corporate. Both kinds of business may be conducted at the same congregational meeting.

Section 2 All meetings shall be opened and closed with prayer.

ARTICLE IV: CONGREGATIONAL MEETINGS (continued)

- Section 3 All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except in those cases where the Constitution of the Presbyterian Church (U.S.A.) provides otherwise.
- Section 4 Public notice of a meeting of the congregation shall be given on two successive Sundays.
- Section 5 There shall be two stated meetings of the congregation each year. The Fall meeting shall be held during the month of October at a time and place specified by the Session for the purpose of electing elders, deacons, and trustees, and to review the budget for the ensuing calendar year. The annual meeting shall be held in January at a time and place specified by the Session, for the purpose of receiving annual reports from the Session and church organizations, including financial reports, to vote on the changes in the terms of the call(s) of the pastor(s) upon report of prior review by the Session, and to transact any and all business that may properly come before it.
- Section 6 Special meetings of the congregation may be called by the Session or on direction of the Presbytery or by Session when requested in writing by one-quarter of the active members. Such calls shall state clearly the purpose of the meeting, and no other matter save that specified in the call may be considered.
- Section 7 The quorum of a meeting of the congregation shall be as follows: (If the number of members is one hundred or less, one fourth of the members; or
If the number of members is more than one hundred, twenty-five members or one-tenth of the members, whichever is the greater.)
- Section 8 Voting by proxy is not authorized.
- Section 9 The pastor shall be the moderator of all meetings of the congregation. When the Church is without a pastor, the moderator of the Session appointed by Presbytery shall preside at all congregational meetings. If it is impracticable for the pastor or the moderator of Session appointed by Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of Presbytery to preside.

ARTICLE IV: CONGREGATIONAL MEETINGS (continued)

- Section 10 Since a minister is not a member of the congregation, she or he may not vote in the meeting of the congregation. When there is a tie vote, the minister presiding shall put the question a second time. If there is a tie vote again, the motion is lost.
- Section 11 The Clerk of Session shall be secretary of the meetings of the congregation. If the Clerk is unable to serve, the congregation shall elect a secretary.
- Section 12 The minutes of each meeting of the congregation shall be attested by the moderator and the secretary and shall be entered in the minute book of Session.

ARTICLE V: NOMINATION AND ELECTION OF CHURCH OFFICERS

- Section 1 There shall be a representative nominating committee composed of 5 members. Three members shall be elected by the congregation, or by such organizations within the church as the congregation may designate, at the annual meeting, none of whom shall be in active service in the session.
- Section 2 At least two members of this committee shall be designated by and from the Session, one of whom shall be named by Session as moderator.
- Section 3 The pastor shall be a member of this committee, serving exofficio, and without vote.
- Section 4 The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively. Their terms of office shall begin at the close of the annual meeting at which they are elected.
- Section 5 The nominating committee shall present the name of one eligible person for each office to be filled. Full opportunity shall always be given to the congregation for nominations by any active member of the church. A majority of all the voters present and voting at the congregational meeting shall be required to elect.

ARTICLE V: NOMINATION AND ELECTION (continued)

- Section 6 Elders, deacons, and trustees shall be elected at the Fall meeting of the congregation. There shall always be three classes of elders in active service, deacons and trustees as nearly equal as possible, one class only of which shall expire each year. Terms shall always be for three years, except when it is necessary to elect some for a shorter term in order to equalize the number in the classes or to fill vacancies. No elder, deacon or trustee shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder, deacon or trustee having served a total of six years shall be ineligible for reelection for a period of at least one year. Terms of elders, deacons or trustees shall expire when their successors have been ordained and installed.
- Section 7 (Reserved for authoritative clarification in regard to required use of ballots in any such election. Pending such clarification, prior local practice shall continue - by action of PSNE Presbytery Council 1/7/84.)
- Section 8 After a period of study and preparation, newly elected elders, deacons and trustees shall be examined by Session as to their personal faith; knowledge of the doctrine, government and discipline contained in the Constitution of the Presbyterian Church (U.S.A.); and the duties of the office. Following examination, the Session shall appoint a day for the service of ordination and installation.
- Section 9 Elected elders, deacons and trustees shall be installed, and ordained if required, in a regular Sunday morning church service as soon as practicable after the meeting in which they are elected and not later than the second Sunday in January.
- Section 10 For good cause, an elder, deacon or trustee may resign from office with the consent of Session. Membership on Session, the Board of Deacons or the Board of Trustees terminates automatically upon termination of membership. Vacancies shall be filled in the same manner as original elections at a stated or special meeting of the congregation, as Session may determine. An elder, deacon or trustee thus elected to any vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE VI: SESSION

Section 1 Members

- A. The Session shall be composed of the pastor (and associate pastor(s)) and at least six Elders in active service. All members of the Session, including the pastor (and associate pastor(s)) are entitled to vote.
- B. The pastor of the church shall be the moderator of the Session. In his or her absence, the pastor may, with the concurrence of the Session, invite a minister of the Presbytery to preside. If the church is without a pastor, the moderator of Session is a minister appointed for that purpose by the Presbytery, or a minister of the Presbytery may be invited by Session to preside on a particular occasion. When it is impossible for the pastor or other invited minister to preside, Session, with the approval of the pastor or moderator, may convene and elect one of its own members to preside. In all judicial cases the moderator of Session shall be a minister of Presbytery.

Section 2 Clerk

The Clerk of Session to be an elder elected by Session for such term as Session may determine. The clerk's duties are: to record the transactions of the meeting of the congregation and of the Session. The clerk shall keep the rolls and other records of the church. The clerk shall on behalf of the church sign and attest to legal papers and communications on behalf of the Session and Congregation.

Section 3 Powers and Duties

- A. The Session shall have authority over all affairs and activities of this church both spiritual and corporate except in such matters as may by the Constitution of the Presbyterian Church (U.S.A.) or these by-laws be specifically accorded to the Pastor or Moderator, to the congregation or to a higher governing body. However, Session may delegate particular aspects of its tasks to committees, boards and commissions. The Session shall annually appoint the membership of its permanent committees.
- B. A complaint may be filed by a member of the church against the Session submitted in writing and presented to the Clerk of Session and/or pastor.

ARTICLE VI: SESSION (continued)

- C. The congregation must approve matters relating to the buying, mortgaging or selling of any real property of the church.

Section 4 Meetings

- A Regular/stated meetings must be held at least quarterly; special meetings - specify how called and who may call them; reasonable notice should be given.
All meetings to be opened and closed with prayer. Meetings open upon invitation of Session.
- B Quorum - must be the pastor and one-third of the Session, except for reception and dismissal of members.

Section 5 Property and Finance

- A The Session and congregation delegates to the Board of Trustees the responsibility for the care and upkeep of the church property. The Session is responsible, but the Session may delegate special duties.
- B Budget preparation - Session approval except for changes in the terms of the call of the pastor(s), on which the congregation must vote.
- C The Budget adopted by the session may be presented to the congregation for its comment and suggestions at the annual meeting of the congregation.
- D Session must inform congregation at annual meeting of detailed current status of all mortgages, grants, loans or liens from any source - or if there are no outstanding obligations. All this to be reported in the minutes of the meeting.

ARTICLE VII: BOARD OF TRUSTEES (Bicameral Churches)

- Section 1 The Board of Trustees shall consist of at least six members. The nominations, elections and terms of office are the same as stated in Article V.

ARTICLE VII: BOARD OF TRUSTEES (continued)

Section 2 Officers:
President and Secretary to be designated by Trustees from among active members unless civil law provides otherwise.

Treasurer & Financial Secretary elected by Trustees, and Auditors nominated by the Nominating Committee and voted on by the congregation at Fall meeting for one year terms.

Section 3 Meetings:
Called by Trustees at least quarterly or when directed by Session or by Presbytery.

Minutes of meetings attested by President and Secretary, entered into minute book of trustees with copy forwarded to Clerk of Session. An annual report and accounting to be made to Session and to the corporation.

Section 4 Powers and Duties:

A Powers and duties of trustees not to infringe on those of Session or the Board of Deacons.

B The congregation/corporation votes on matters relating to buying, mortgaging or selling real property.

C All real and/or personal property now or hereafter acquired and any interests therein legal or equitable shall be held in trust for the use and benefit of the Presbyterian Church (U.S.A.)
For property of an extinct or dissolved church.
For selling, encumbering or leasing church property.

ARTICLE VIII: BOARD OF DEACONS

Section 1 Members

The Board of Deacons shall consist of at least four members. The nominations, elections, and terms of office are the same as stated in Article V.

ARTICLE VIII: BOARD OF DEACONS (continued)

Section 2 Organization

Pastors, co-pastors, associates and assistant pastors are advisory (and non-voting) members.

Moderator and Secretary elected from among its members. Secretary keeps record of proceedings.

Section 3 Meeting, Quorum, etc.

Must meet regularly - at least quarterly - or upon call of its Moderator or when directed by Session may determine its own quorum.

Must meet jointly with Session to discuss matters of common interest at least once a year.

Section 4 Supervision by Session and reports.

Section 5 Responsibilities:

Appointment to serve on committees (or as Trustees, if the corporation so decides).

ARTICLE IX: INDEMNIFICATION OF ELDERS IN ACTIVE SERVICE, TRUSTEES, DEACONS, OFFICERS, EMPLOYEES AND OTHER AGENTS:

Section 1 The elders in active service, trustees, deacons, officers, employees and other agents of the church are indemnified to the extent followed by the non-profit law of the State of Rhode Island then in effect.

ARTICLE X: AMENDMENTS

Section 1 Amendment by members

A These by-laws may be amended subject to the Articles of Incorporation, the laws of the state of Rhode Island and the Constitution of the Presbyterian Church (U.S.A.) at any regular or special meeting of the congregation by a two-thirds vote of the active members, when a quorum is present, provided that a printed distribution of the proposed changes has been made in connection with the call of the meeting.

ARTICLE X: AMENDMENTS (continued)

- B These by-laws or the Articles of Incorporation may not be amended contrary to or so as not to include the provisions of the Constitution of the Presbyterian Church (U.S.A.).

* * * * *

CERTIFICATE OF CLERKS

I, the undersigned, certify that I am the presently elected and acting Clerk of Session of the Providence Presbyterian Church, a nonprofit corporation in the state of Rhode Island, and the above by-laws, consisting of nine pages, are the by-laws of this congregation/corporation as adopted at a meeting of the congregation held on May 18, 1986.

DATED July 18, 1986

EXECUTED AT Providence, RI

Nancy J. Collins
Clerk

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