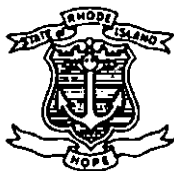


Filing Fee: See Instructions

ID Number: 1683507



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
2018 MAY -3 PM 12:43

ARTICLES OF MERGER OR CONSOLIDATION INTO

Hope High Dollars for Scholars, Inc.

(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
Hope High Dollars for Scholars, Inc.	Non-profit corporation	Massachusetts
Hope High Dollars for Scholars, Inc.	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 Hope High Dollars for Scholars, Inc.
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

.....

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

MAY 03 2018

12:43

BY KL 329911

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:

~~100 State Street, Providence, Rhode Island 02901~~

- 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.

Hope High Dollars for Scholars, Inc. (Massachusetts)

Print Entity Name

By: _____	_____	_____
	Name of person signing	Title of person signing
By: _____	_____	_____
	Name of person signing	Title of person signing

Hope High Dollars for Scholars, Inc. (Rhode Island)

Print Entity Name

By: _____	_____	_____
	Name of person signing	Title of person signing
By: _____	_____	_____
	Name of person signing	Title of person signing

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of 4/21, 2018 is by and between **HOPE HIGH DOLLARS FOR SCHOLARS, INC.**, a Massachusetts non-profit corporation ("Hope High MA") and **HOPE HIGH DOLLARS FOR SCHOLARS, INC.**, a Rhode Island non-profit corporation ("Hope High RI") (Hope High MA and Hope High RI are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, Hope High MA was organized on December 12, 2013; and

WHEREAS, Hope High RI was organized on April , 2018; and

WHEREAS, the Board of Directors of Hope High MA deem it advisable for the entity to be a Rhode Island non-profit corporation instead of a Massachusetts non-profit corporation inasmuch as Hope High School is located in Providence, RI; and

WHEREAS, Hope High RI was organized so to enable Hope High MA and Hope High RI to merge together with Hope High RI as the survivor; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deem it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the Commonwealth of Massachusetts and the State of Rhode Island permit such a merger and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of Massachusetts and Rhode Island, with the surviving entity being Hope High RI.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that Hope High MA shall be and it hereby is merged into Hope High RI, which shall be the Surviving Corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name.

The name of the surviving corporation shall be Hope High Dollars for Scholars, Inc. upon the effective date of the merger.

Section 2. Articles of Incorporation.

The Articles of Incorporation of Hope High RI on the effective date of the merger shall remain in effect.

Section 3. Bylaws. The Bylaws of Hope High RI on the effective date of the merger shall remain in effect.

Section 4. Directors and Officers.

The Directors and Officers of Hope High RI on the effective date of the merger shall remain in office.

Section 5. Effective Date of Merger.

(a) For all purposes under the laws of the Commonwealth of Massachusetts and the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as:

(i) This Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the Commonwealth of Massachusetts and the State of Rhode Island and Articles of Merger, indicating its adoption and approval shall have been executed in accordance with such laws, and

(ii) The Articles of Merger shall have been filed in the office of the Secretary of State of the Commonwealth of Massachusetts and the State of Rhode Island.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Hope High RI shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Hope High MA shall be continued in and merged into Hope High RI.

(c) The date upon which this Agreement and Plan of Merger and any other required documents have been filed in all of the offices mentioned above and upon which the Constituent Corporations shall so become a single corporation is the effective date of the merger.

Section 6. Effect of Merger.

Upon the merger becoming effective:

(a) Hope High RI shall possess all rights, privileges, powers, licenses and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise provided by law;

(b) Hope High RI shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the surviving corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of Hope High MA shall thenceforth attach to, and are hereby assumed by, Hope High RI and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

Section 7. Delivery of Deeds and Instruments.

From time to time as and when requested by Hope High RI or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall make, or cause to be taken, all such other and further actions as Hope High RI may deem necessary and desirable in order to more fully vest in and conform to Hope High RI title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 7 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

Section 8. Expenses of Merger.

Each of the Constituent Corporations shall bear its own expenses in carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

Section 9. Service of Process.

Upon the merger herein proposed becoming effective, Hope High RI agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of Hope High MA or for any obligation of Hope High RI arising from the merger.

Section 10. Employer Identification Number.

The federal employer identification number of Hope High RI shall be the federal employer identification number of the merged entity.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

HOPE HIGH DOLLARS FOR SCHOLARS, INC.
(a Massachusetts non-profit corporation)

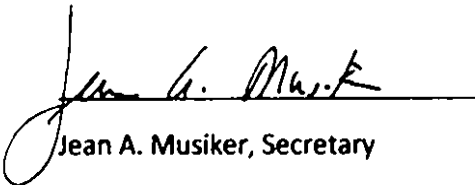
By: Jane R. Bennett
Its: President

HOPE HIGH DOLLARS FOR SCHOLARS, INC.
(a Rhode Island non-profit corporation)

By: Jane R. Bennett
Its: President

Hope High Dollars for Scholars, Inc. (MA)

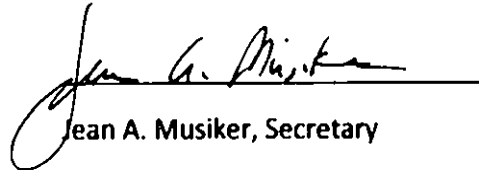
The undersigned Secretary of Hope High Dollars for Scholars, Inc., a Massachusetts non-profit corporation which has no members, hereby states and certifies that at a meeting of the board of directors of Hope High Dollars for Scholars, Inc., a Massachusetts non-profit corporation, the plan of merger of Hope High Dollars for Scholars, Inc., a Massachusetts non-profit corporation and Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation (with Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation as the survivor) was adopted by the board of directors and the plan of merger received the vote of a majority of the directors in office.



Jean A. Musiker, Secretary

Hope High Dollars for Scholars, Inc. (RI)

The undersigned, Secretary of Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation which has no members, hereby states and certifies that at a meeting of the board of directors of Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation, the plan of merger of Hope High Dollars for Scholars, Inc., a Massachusetts non-profit corporation and Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation (with Hope High Dollars for Scholars, Inc., a Rhode Island non-profit corporation as the survivor) was adopted by the board of directors and the plan of merger received the vote of a majority of the directors in office.



Jean A. Musiker, Secretary