

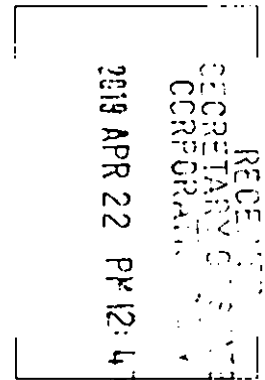


State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

### Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,  
 Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00



Pursuant to the provisions of RIGL 7, the undersigned entities submit the following Articles of Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

#### SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE under which entity is organized
869917	International Association of Antarctica Tour Operators	Domestic Non-Profit	RI
562907	International Association of Antarctica Tour Operators (IAATO)	Foreign Non-Profit	WA

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

**International Association of Antarctica Tour Operators**

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. A Plan of Merger or Consolidation **MUST** be attached.

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

#### MAIL TO:

Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: [www.sos.ri.gov](http://www.sos.ri.gov)

**FILED**

APR 22 2019

BY **AAXPD**

Form 610 - Revised: 10/2018

A.A. 12:47 pm

g Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (see instructions)

**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL 7-1.2.**

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 RIGL 7-1.2, with respect to dissenting shareholders.

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:

N/A

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

N/A

c. As required by RIGL 7-1.2-1003, the corporation has paid all fees and taxes.

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL 7-6.**

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 nonprofit 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 RIGL 7-13.**

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:

N/A

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.

Type or Print Entity Name

International Association of Antarctica Tour Operators (RI)

Type or Print Name of Person Signing

Janeen M. Haase

Title of Person Signing

Secretary / Director

Signature

SIGN DOCUMENT HERE

Date

4/10/19

Type or Print Name of Person Signing

Terry K. Shaller

Title of Person of Signing

President / Chair Exec. Committee

Signature

SIGN DOCUMENT HERE

Date

4/10/2019

Type or Print Entity Name

International Association of Antarctica Tour Operators <sup>(IAATO)</sup> ~~RI~~ WA

Type or Print Name of Person Signing

Janeen M. Haase

Title of Person Signing

Secretary / Director

Signature

SIGN DOCUMENT HERE

Date

4/10/19

Type or Print Name of Person Signing

Terry K. Shaller

Title of Person Signing

President / Chair of Exec. Committee

Signature

SIGN DOCUMENT HERE

Date

4/10/2019

**Exhibit A**

**PLAN OF MERGER**

**by and between**

**INTERNATIONAL ASSOCIATION OF ANTARCTICA TOUR OPERATORS  
(IAATO), A WASHINGTON NONPROFIT CORPORATION**

**AND**

**INTERNATIONAL ASSOCIATION OF ANTARCTICA TOUR OPERATORS,  
A RHODE ISLAND NONPROFIT CORPORATION**

This Plan of Merger (this "**Plan**") dated May **28**, 2014, is entered into by and between International Association of Antarctica Tour Operators (IAATO) ("**IAATO Washington**"), a Washington nonprofit corporation, and International Association of Antarctica Tour Operators ("**IAATO Rhode Island**"), a Rhode Island nonprofit corporation (IAATO Washington and IAATO Rhode Island are sometimes hereinafter referred to collectively as the "**Constituent Corporations**").

**RECITALS**

**WHEREAS**, the Executive Committee and the Members of IAATO Washington have determined that it is in the best interests of IAATO Washington to merge with and into IAATO Rhode Island upon the terms and conditions provided herein (the "**Merger**"); and

**WHEREAS**, the Board of Directors of IAATO Rhode Island has determined that it is in the best interests of IAATO Rhode Island to merge with IAATO Washington upon the terms and conditions provided herein; and

**WHEREAS**, the Constituent Corporations believe that their purposes may best be served by proceeding with a transaction under which IAATO Washington shall be merged with and into IAATO Rhode Island, the corporate existence of IAATO Rhode Island shall continue, and the corporate existence of IAATO Washington shall cease; and

**WHEREAS**, the respective laws of the State of Rhode Island and the State of Washington permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of Rhode Island.

**WHEREAS**, the Constituent Corporations intend that this Plan reflect their definitive agreement with respect to the terms and conditions upon which the transaction summarized above is to be consummated.

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CORPORATIONS DIV.  
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**NOW, THEREFORE**, in consideration of these premises and of the mutual agreements and covenants herein contained and subject to the terms and conditions hereof, IAATO Washington and IAATO Rhode Island hereby agree as follows:

- 1. Statement of Merger.** The merger shall be effective as of the date when the Plan shall have been adopted, approved, and signed in accordance with the laws of the State of Washington 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 the Articles of Merger shall have been filed in the Office of the Secretary of State of the State of Rhode Island and the Secretary of State of the State of Washington (the "**Effective Date**"), IAATO Washington shall be merged with and into IAATO Rhode Island, the corporate existence of IAATO Rhode Island shall continue, and the separate corporate existence of IAATO Washington shall cease. Upon the Effective Date, IAATO Rhode Island shall become the owner of all the rights and property of IAATO Washington and shall be subject to all its debts and liabilities, in the manner and as more fully set forth in R.I.G.L. §7-6-47(b)4-5.
- 2. Articles, Bylaws and Corporate Policies.** The Articles of Incorporation of IAATO Rhode Island shall be amended as necessary to facilitate the merger. The Bylaws of IAATO Rhode Island in effect immediately preceding the Effective Date shall be and remain its Bylaws following the Effective Date until amended or repealed as provided by law; provided, however, that the Bylaws shall be amended to reflect the change in the corporation's name reflected in the Articles of Incorporation. Except to the extent that the Executive Committee of IAATO Rhode Island has previously adopted a policy or procedure regarding the same or similar subject matter, all policies and procedures adopted by the Executive Committee of IAATO Washington shall, as of the Effective Date, become the policies and procedures of IAATO Rhode Island.
- 3. Executive Committee and Officers.** As of the Effective Date, the individuals serving as the members of the Executive Committee and as the officers of IAATO Washington shall become the members of the Executive Committee and the officers of IAATO Rhode Island to serve a term concurrent with the term into which each individual was most recently elected as a member of the Executive Committee and/or as an officer of IAATO Washington, and until his or her successor is elected and qualified, subject to any term limits that were imposed by the Bylaws of IAATO Washington as of the Effective Date.
- 4. Members and Employees.** As of the Effective Date, all the individuals employed by IAATO Washington will become the employees of IAATO Rhode Island, subject to the terms, conditions, and privileges of their employment with IAATO Washington. As of the Effective Date, all the members of each class of membership of IAATO Washington will become members of the same class of IAATO Rhode Island, subject both to the rights and responsibilities set forth in the Bylaws of IAATO Rhode Island,

and also to the terms and conditions of such membership agreements and policies regarding membership as are in effect at IAATO Washington immediately preceding the Effective Date.

5. **Further Assurances.** As and when requested by IAATO Rhode Island, as the surviving corporation, or by its successors or assigns, any party hereto shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as IAATO Rhode Island, or its successors and assigns, may deem necessary or desirable in order to vest in and confirm to IAATO Rhode Island, and its successors or assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to herein and otherwise to carry out the intent and purposes of this Plan, and the officers and directors of IAATO Rhode Island are fully authorized in the name and on behalf of IAATO Washington to take any and all such action and to execute and deliver any and all such deeds and other instruments.
6. **Conditions Precedent to Consummation of the Merger.** The obligation of the Constituent Corporations to consummate the Merger is subject to the satisfaction (or waiver by the Executive Committees of both Constituent Corporations) prior thereto of each of the following conditions:
  - 6.1. **Executive Committees' Approval.** The Executive Committees of each of the Constituent Corporations *shall not* have withdrawn their approval of the Merger.
  - 6.2. **No Litigation.** No litigation shall have been instituted or threatened to restrain or prohibit the Merger or which will have a material adverse effect on either of the Constituent Corporations.
  - 6.3. **Ancillary Documents.** All documents necessary or appropriate to the consummation of the Merger shall have been executed and delivered by the Constituent Corporations.
  - 6.4. **Federal Nonprofit Status.** The tax exempt status of IAATO Washington shall not have been revoked (except as the same may be revoked in connection with the effectiveness of the Merger), and IAATO Rhode Island shall either have secured a determination that it is eligible to act as a federally recognized nonprofit organization (either by transfer of IAATO Washington's determination, by operation of law in connection with the Merger, or by new application to the United States Internal Revenue Service for recognition on its own).
  - 6.5. **Member Approval.** At least two thirds of the members present in person or by proxy at a regular or special meeting of the members of IAATO Washington shall have approved the Merger and the Executive Committee of IAATO Rhode Island shall have, by majority vote, approved the Merger.

7. **Amendment.** This Plan may be amended or modified in writing at any time prior to the Effective Date as may be determined in the judgment of the respective Executive Committees of the Constituent Corporations to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect of facilitate the purposes and intent of this Plan.
8. **Entire Agreement.** This Plan, together with the other agreements and documents contemplated hereby, sets forth the entire understanding of the parties hereto with respect to the Merger and supersedes all prior agreements or understandings between the parties regarding those matters.
9. **Governing Law.** This Plan shall be construed and interpreted in accordance with the laws of the State of Rhode Island without regard to its provisions concerning conflict of laws.

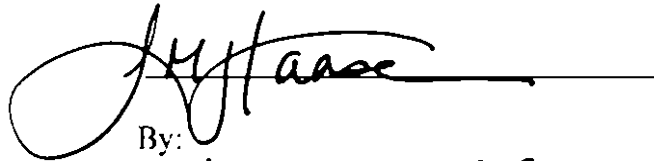
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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

DATED this 28 day of May, 2014.

**INTERNATIONAL ASSOCIATION OF  
ANTARCTICA TOUR OPERATORS  
(IAATO),**

a Washington not-for-profit corporation

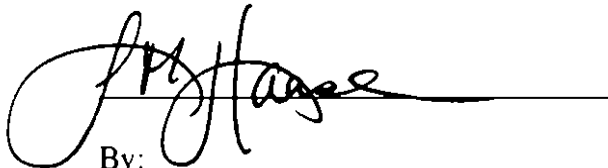


By:

Its: Administrative Officer, Secretary

**INTERNATIONAL ASSOCIATION OF  
ANTARCTICA TOUR OPERATORS**

a Rhode Island not-for-profit corporation



By:

Its: Administrative Officer, Secretary



**CERTIFICATE OF THE SECRETARY OF**  
**INTERNATIONAL ASSOCIATION OF ANTARCTICA TOUR OPERATORS**  
**EXECUTIVE COMMITTEE APPROVAL OF THE MERGER**

The undersigned, being the secretary of International Association of Antarctica Tour Operators, a Rhode Island nonprofit corporation ("**IAATO Rhode Island**"), hereby certifies that the following resolutions were adopted by vote of at least a majority of the Executive Committee of IAATO Rhode Island (acting, for purposes of Rhode Island Nonprofit Corporation Act (the "**Rhode Island Act**") Section 7.6.22 as the IAATO Rhode Island Board of Directors, the "**Committee**") duly called and held on May 26 2014 at which a quorum was present and acting throughout.

**RESOLVED**, that the Committee deems it to be advisable and in the best interests of IAATO Rhode Island to merge with and into International Association of Antarctica Tour Operators (IAATO), a Washington nonprofit corporation ("**IAATO Washington**"), to be effective upon the filing of the Articles of Merger with the respective Secretaries of State of the States of Rhode Island and Washington in accordance with RCW 24.03.005 et seq. (the "**Washington Act**") and the Rhode Island Nonprofit Corporation Act, Rhode Island General Laws Sec. 7-6-1 et seq., (the "**Rhode Island Act**"), pursuant to the Plan of Merger by and between IAATO Washington and IAATO Rhode Island in substantially the form attached to this Certificate as **Exhibit A** (the "**Plan of Merger**"), which provides that IAATO Washington shall be the termination corporation; and be it further

**RESOLVED**, that the Committee hereby adopts, authorizes, recommends and approves in all respects the Plan of Merger, with such changes or amendments thereto as any officer of IAATO Rhode Island may determine to be necessary or appropriate and in the best interests of IAATO Rhode Island, together with all transactions contemplated thereby; and be it further

**RESOLVED**, that the Plan of Merger be submitted to the Members of IAATO Rhode Island entitled to vote (the "**Members**") for a vote pursuant to the Rhode Island Act 7.6.45(1) and the Rhode Island Act 7.6.48(1); and be it further

**RESOLVED**, that upon adoption and authorization of the Plan of Merger by the Members pursuant to Rhode Island Act 7.6.45(1) and the Rhode Island Act 7.6.48(1), IAATO Rhode Island and each of its officers and directors is hereby authorized and directed to take such action as is necessary to ensure that Articles of Merger are filed in accordance with the Rhode Island Act 7.6.46 and to execute, deliver, perform and consummate the Plan of Merger, the Articles of Merger, and all transactions contemplated thereby; and be it further

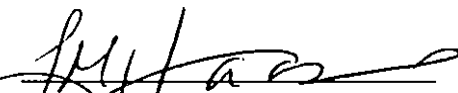
7-18-

**RESOLVED**, that the officers of IAATO Rhode Island are, and each of them acting singly is, hereby authorized and directed to do all acts and things and to sign, seal, execute, acknowledge, certify, file, deliver and record all papers, instruments, documents, agreements and certificates, and to pay all charges, fees, taxes and other expenses, as they or any of them may determine from time to time to be necessary or appropriate in order to effectuate the purposes of the foregoing resolutions or to carry out the transactions contemplated thereby; and be it further

**RESOLVED**, that any actions previously taken by any of the officers of IAATO Rhode Island in connection with the transactions contemplated by the foregoing resolutions be, and hereby are, approved, ratified and confirmed; and be it further

**RESOLVED**, that the members of the Committee hereby waive any and all irregularity of notice in the time and place of the meeting, and consent to the transaction of all business represented hereby.

Dated: May 26, 2014.

By:   
Name: Janeen Haase  
Title: Secretary

**CERTIFICATE OF THE SECRETARY OF  
INTERNATIONAL ASSOCIATION OF ANTARCTICA TOUR OPERATORS  
(IAATO)**

**EXECUTIVE COMMITTEE APPROVAL OF THE MERGER**

The undersigned, being the secretary of International Association of Antarctica Tour Operators (IAATO), a Washington nonprofit corporation ("**IAATO Washington**"), hereby certifies that the following resolutions were adopted by vote of at least a majority of the Executive Committee of IAATO Washington (acting, for purposes of Revised Code of Washington ("**RCW**") Section 24.03.095 as the IAATO Washington Board of Directors, the "**Committee**") duly called and held on October 3-4, 2013 at which a quorum was present and acting throughout.

**RESOLVED**, that the Committee deems it to be advisable and in the best interests of IAATO Washington to merge with and into International Association of Antarctica Tour Operators, a Rhode Island nonprofit corporation ("**IAATO Rhode Island**"), to be effective upon the filing of the Articles of Merger with the respective Secretaries of State of the States of Rhode Island and Washington in accordance with RCW 24.03.005 et seq. (the "**Washington Act**") and the Rhode Island Nonprofit Corporation Act, Rhode Island General Laws Sec. 7-6-1 et seq., (the "**Rhode Island Act**"), pursuant to the Plan of Merger by and between IAATO Washington and IAATO Rhode Island in substantially the form attached to this Certificate as *Exhibit A* (the "**Plan of Merger**"), which provides that IAATO Washington shall be the termination corporation; and be it further

**RESOLVED**, that the Committee hereby adopts, authorizes, recommends and approves in all respects the Plan of Merger, with such changes or amendments thereto as any officer of IAATO Washington may determine to be necessary or appropriate and in the best interests of IAATO Washington, together with all transactions contemplated thereby; and be it further

**RESOLVED**, that the Plan of Merger be submitted to the Members of IAATO Washington entitled to vote (the "**Members**") for a vote pursuant to RCW 24.03.195(1) and RCW 24.03.207(1); and be it further

**RESOLVED**, that upon adoption and authorization of the Plan of Merger by the Members pursuant to RCW 24.03.195(1) and RCW 24.03.207(1), IAATO Washington and each of its officers and directors is hereby authorized and directed to take such action as is necessary to ensure that Articles of Merger are filed in accordance with RCW 24.03.200 and to execute, deliver, perform and consummate the Plan of Merger, the Articles of Merger, and all transactions contemplated thereby; and be it further

**RESOLVED**, that the officers of IAATO Washington are, and each of them acting singly is, hereby authorized and directed to do all acts and things and to sign, seal, execute, acknowledge, certify, file, deliver and record all papers, instruments, documents, agreements and certificates, and to pay all charges, fees, taxes and other expenses, as they or any of them may determine from time to time to be necessary or appropriate in order to effectuate the purposes of the foregoing resolutions or to carry out the transactions contemplated thereby; and be it further

**RESOLVED**, that any actions previously taken by any of the officers of IAATO Washington in connection with the transactions contemplated by the foregoing resolutions be, and hereby are, approved, ratified and confirmed; and be it further

**RESOLVED**, that the members of the Committee hereby waive any and all irregularity of notice in the time and place of the meeting, and consent to the transaction of all business represented hereby.

Dated: May 21, 2014.

By:

Name: Jancun Haase

Title: Secretary

**CERTIFICATE OF THE SECRETARY OF  
INTERNATIONAL ASSOCIATION OF ANTARCTICA TOUR OPERATORS  
(IAATO)**

**MEMBER APPROVAL OF THE MERGER**

The undersigned, being the secretary of International Association of Antarctica Tour Operators (IAATO), a Washington nonprofit corporation ("**IAATO Washington**"), hereby certifies that the following resolutions were adopted by vote of at least a two-thirds of the Members of IAATO Washington present in person or by proxy and entitled to vote at a meeting of the Members duly called and held on May 28, 2014 at which a quorum was present and acting throughout.

**RESOLVED**, that the merger of IAATO Washington with and into International Association of Antarctica Tour Operators, a Rhode Island nonprofit corporation ("**IAATO Rhode Island**"), to be effective upon the filing of the Articles of Merger with the respective Secretaries of State of the States of Rhode Island and Washington in accordance with RCW 24.03.005 et seq. (the "**Washington Act**") and the Rhode Island Nonprofit Corporation Act (Rhode Island General Laws Sec. 7-6-1 et seq., the "**Rhode Island Act**"), pursuant to the Plan of Merger by and between IAATO Washington and IAATO Rhode Island in substantially the form attached to this Certificate as *Exhibit A* (the "**Plan of Merger**"), which provides that IAATO Washington shall be the termination corporation, is hereby approved and, accordingly, the Plan of Merger, including any changes or amendments thereto that any officer of IAATO Washington may determine to be necessary or desirable and in the best interests of IAATO Washington, as recommended by the Executive Committee, is hereby adopted, authorized and approved in all respects; and be it further

**RESOLVED**, that the execution, delivery and performance of the Plan of Merger and the Articles of Merger (including any changes or amendments thereto that are necessary or desirable in order to carry into effect the purposes and intent of the Plan of Merger) and any and all other agreements, instruments and documents relating to or contemplated by the Plan of Merger and the performance and consummation of any and all actions and transactions contemplated by the Plan of Merger or any such other agreements, instruments and documents are hereby authorized, ratified, confirmed and approved in all respects; and be it further

**RESOLVED**, that any actions previously taken by the Executive Committee (or any member thereof), and any of the officers of IAATO Washington in connection with the transactions contemplated by the foregoing resolutions be, and hereby are, approved, ratified and confirmed; and be it further

**RESOLVED**, that the members of the Committee hereby waive any and all irregularity of notice in the time and place of the meeting, and consent to the transaction of all business represented hereby.

Dated: May 28, 2014.

By: 

Name: Jaron Haase

Title: Secretary



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:

April 22, 2019 12:47 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

