

Filing Fee \$25.00



☒ Merger
☐ Consolidation

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 North Main Street
Providence, Rhode Island
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE
that the corporation must be in good standing prior to filing

ARTICLES OF MERGER ~~OR CONSOLIDATION~~ OF DOMESTIC CORPORATIONS (Strike inapplicable words)

The name of the (surviving) ~~new~~ corporation is Marathon of Rhode Island, Inc.

If name change via merger, please state new name n/a

Pursuant to the provisions of Section 7-6-46 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging or consolidating them into one of such corporations:

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

Insert Plan of Merger or Consolidation

See Exhibit A attached hereto.

FILED

JUN 30 1995

By AS #55
142412

RECEIVED
SECRETARY OF STATE
CORPORATE DIV.
JUN 30 3 30 PM '95

SECOND: As to each of the undersigned corporations, the Plan of Merger or Consolidation was adopted in the following manner: (Note 1)

1. The Plan of Merger was adopted by Marathon of Rhode Island, Inc. at a meeting of the Board of Directors on June 30, 1995, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.
2. The Plan of Merger was adopted by South Kingstown Self Help, Inc. d/b/a Sympatico at a meeting of the Board of Directors on June 30, 1995, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated June 30, 1995

MARATHON OF RHODE ISLAND, INC. (Note 2)

By Dale A. Simpson (Note 3)
Dale A. Simpson

Its President ~~Vice President~~
and Fraser A. Lang (Note 3)
Fraser A. Lang

Its Secretary ~~Assistant Secretary~~

SOUTH KINGSTOWN SELF HELP, INC. d/b/a
SYMPATICO (Note 2)

By Mary McManara (Note 3)
Mary McManara

Its President ~~Vice President~~

and Lanni Cesaro (Note 3)
Lanni Cesaro

Its Secretary ~~Assistant Secretary~~

NOTES:

1. As to each of the corporations parties to the merger, insert whichever of the following statements is applicable:
 - (a) "The Plan of Merger was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Merger 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 Merger was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereto."
 - (c) "The Plan of Merger 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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PLAN OF MERGER

1. South Kingstown Self-Help, Inc. d/b/a Sympatico (hereinafter "Sympatico"), a Rhode Island nonprofit corporation with its principal office at 57 Columbia Street, South Kingstown, Rhode Island, shall be merged into Marathon of Rhode Island, Inc. (hereinafter "Marathon"), a Rhode Island nonprofit corporation with its principal office at 131 Wayland Avenue, Providence, Rhode Island. ✓ 8237

2. The effective date of this merger shall be June 30, 1995 at which time the Articles of Merger and all other applicable documents are to be filed with the Rhode Island Secretary of State.

3. As of the effective date of the merger of Sympatico into Marathon, the separate existence of Sympatico shall cease and Marathon shall succeed to all of the real and personal property, intangible personal property including all of Sympatico's rights under existing contracts, Sympatico's treatment programs and all materials related thereto, Sympatico's financial records, books of account, its records of operation of its facilities and the programs conducted therein, all rights in the name "Sympatico" and all variations thereof used in the operation of outpatient substance abuse treatment facilities, and any and all other assets of Sympatico and shall also be subject to all of the liabilities of Sympatico without further action by Marathon.

4. As of the effective date of the merger, Marathon shall continue the employment of Sympatico's current staff, as listed in Exhibit 1 attached hereto and made a part hereof, conditioned upon satisfactory work performance, at no less than current salaries and benefits (as of June 30, 1995), subject, however, to continued present level of funding of Marathon and Sympatico (as of June 30, 1995). All employees of Sympatico who are employed by Marathon pursuant to this merger shall be subject to Marathon's personnel policy.

5. Marathon agrees to add to Marathon's Board of Directors, the chairperson of Sympatico's Board of Directors. Marathon further agrees to pursue the mission of the Sympatico counseling

program which is "to address the problems caused by substance abuse in Washington County; to provide treatment, crisis intervention, education, and prevention support and advocacy services; and to reduce further dependence and create healthier individuals, families, and communities."

6. The officers of Sympatico, as of the effective date of this merger shall, upon request by Marathon, execute and deliver such documents and take such other action as may be necessary to carry out this Plan of Merger.

7. The officers and Directors of Marathon are authorized and directed to execute and deliver such documents and to take such other action as may be necessary to implement this Plan of Merger.

8. Marathon shall forthwith procure a policy of malpractice liability insurance covering all present and former employees of Sympatico for liability, not otherwise barred by the applicable statute of limitations, arising out of any act or omission occurring prior to the effective date of the merger.

Exhibit I

June 30, 1995

SYMPATICO STAFF MEMBERS

Kate Baker

Susan Barry

Judith Beatrice

Beth Bergeron

Robin Burrows-Mello

Catherine DeMetrick

Donna Fronce

Catherine Jeffers

Sandra Manfred

Richard Nadeau

Beatrijs Nightingale

Virginia Stack