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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

HOSPICE CARE OF RHODE ISLAND

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

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

(Insert Plan of Merger)

See Exhibit A attached hereto

SECOND: As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner: 76638 (Note 1)

Hospice of Washington County

The Plan of Merger was adopted by Hospice of Washington County at a meeting of the Board of Trustees held on October 24, 1989, and received the vote of a majority of the Trustees in office, there being no members entitled to vote in respect thereof.

Hospice Care of Rhode Island 76630

The Plan of Merger was adopted by Hospice Care of Rhode Island at a meeting of the Board of Trustees held on October 26, 1989, and received the vote of a majority of the Trustees in office, there being no members entitled to vote in respect thereof.

Dated November 13, 1989

HOSPICE OF WASHINGTON COUNTY (Note 2)

By Clarice Rhymour (Note 3)

Its President

and Amelia L. Heen (Note 3)

Its Secretary

HOSPICE CARE OF RHODE ISLAND (Note 2)

By Stanley Mulvaney (Note 3)

Its President

and Charles F. Edwards (Note 3)

Its Secretary

NOTES: 1. As to each of the corporations parties to the merger, insert whichever of the following statements is applicable:

- "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."
- "The Plan of Merger was adopted by by a consent in writing signed under date of by all members entitled to vote in respect thereof."
- "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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CORPORATE
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PLAN OF MERGER

This Plan of Merger is made and entered into as of November 13, 1989 by and between HOSPICE OF WASHINGTON COUNTY ("HWC"), a Rhode Island non-profit corporation, and HOSPICE CARE OF RHODE ISLAND ("HCRI"), a Rhode Island non-profit corporation.

RECITALS:

HWC is duly organized, validly existing and in good standing under the laws of the State of Rhode Island. The purpose of HWC is to provide a range of comprehensive and coordinated services to provide palliative and supportive care to the terminally ill and their families throughout Southern Rhode Island.

HCRI is duly organized, validly existing and in good standing under the laws of the State of Rhode Island. HCRI is licensed as a hospice by the Rhode Island Department of Health and is certified to provide hospice care to Medicare and Medicaid beneficiaries. The purpose of HCRI is to provide a range of comprehensive and coordinated services to provide palliative and supportive care to the terminally ill and their families throughout Rhode Island.

In consideration of the premises and mutual covenants herein contained, the parties hereto hereby covenant and agree as follows:

ARTICLE I

Merger of HWC into HCRI

1.1 Merger of HWC into HCRI. The Articles of Merger relating to the merger of HWC into HCRI (the "Merger") shall be delivered to the Secretary of State of the State of Rhode Island (the "Rhode Island Secretary of State") for filing on November 13, 1989. The Merger shall become effective on November 13, 1989 (the date and time of such event being herein called the "Effective Time"). The separate corporate existence of HWC shall thereupon cease and HCRI shall be the surviving corporation and the separate corporate existence of HCRI, with all its purposes, objects, rights, privileges, powers and franchises, and with its present corporate name, shall continue unaffected and unimpaired by the Merger.

1.2 Effect of the Merger. At the Effective Time, all assets of every description and all of the estate, property, rights, privileges, powers and franchises of HWC and all of its property, real, personal and mixed, and all the debts due on whatever account to HWC, as well as all stock subscriptions and other choses in action belonging to HWC, shall be transferred to and vested in HCRI, without further act or deed, and all claims, demands, property and other interest shall be the

property of HCRI, and the title to all real estate vested in HWC shall not revert or be in any way impaired by reason of the Merger, but shall be vested in HCRI. The rights of creditors of HWC shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against HWC, or any member, trustee, or officer thereof, be released or impaired by the Merger, but HCRI shall be deemed to have assumed and shall be liable for, all liabilities and obligations of HWC in the same manner and to the same extent as if HCRI had itself incurred such liabilities or obligations.

HWC and its proper officers and trustees shall and will do all such acts and things as may be necessary or proper to vest, perfect or confirm title to such property or rights in HCRI and otherwise to carry out the purposes of this Plan of Merger.

1.3 Additional Actions. If at any time after the Effective Time further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in HCRI its rights, title or interest into or under any of the rights, properties or assets of HWC acquired or to be acquired by HCRI as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, HWC and its proper officers and trustees shall be deemed to have granted to HCRI an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in HCRI and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and trustees of HCRI are fully authorized in the name of HWC or otherwise to take any and all such action.

ARTICLE II

2.1 Surviving Corporation. As provided hereinabove, the surviving corporation shall be HCRI (hereinafter referred to as the "Surviving Corporation").

2.2 Articles of Incorporation. As of the Effective Time, the Articles of Incorporation of HCRI, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation.

2.3 By-laws. As of the Effective Time, the By-laws of HCRI shall be amended (a) to establish Hospice of Washington County Associates to support HCRI's activities and enhance hospice services throughout Southern Rhode Island, (b) to require that at least four (4) of Hospice of Washington County Associates' members serve on the HCRI Board of Trustees, and (c) to require representation of Hospice of Washington County Associates on certain HCRI committees.

2.4 Officers and Trustees. (a) As of the Effective Time, the Board of Trustees of HCRI shall continue as the Board of Trustees of the Surviving Corporation, and in addition shall be required to include at least four (4) members of Hospice of Washington County Associates as members of the Board of Trustees of the Surviving Corporation. Such Board of Trustees shall serve in accordance with the By-laws of the Surviving Corporation.

(b) As of the Effective Time, the officers of HCRI shall continue as the officers of the Surviving Corporation. Such officers shall serve in accordance with the By-laws of the Surviving Corporation.

2.5 Separate Existence. At the Effective Time, the separate existence of HWC shall cease, and it shall be merged into and with HCRI, together becoming the Surviving Corporation in accordance with the provisions of this Plan of Merger and the laws of the State of Rhode Island.

ARTICLE III

3.1 Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

3.2 Governing Law. This Plan of Merger shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Rhode Island.

IN WITNESS WHEREOF, HCRI and HWC have caused this Plan of Merger to be executed on their behalf by their officers hereunto duly authorized, all as of the date first above written.

HOSPICE OF WASHINGTON COUNTY

By: Clarice Shymours
President

By: Annika L. Leen
Secretary

HOSPICE CARE OF RHODE ISLAND

By: Stanley M. Brown
President

By: Charles J. Edwards
Secretary

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