

AGREEMENT OF MERGER

OF

H J BERNARD REALTY CO. (A Rhode Island Corporation)

AND

R. A. BERNARD ENTERPRISES, INC. (A Rhode Island Corporation)

AGREEMENT OF MERGER is dated this 2nd day of September, A. D. 1970 and made by and between R. A. BERNARD ENTERPRISES, INC. a Rhode Island business corporation, having a principal place of business in the Town of Coventry, in the State of Rhode Island, and H J BERNARD REALTY CO., a Rhode Island business corporation, having a principal place of business in the Town of Coventry, in the State of Rhode Island.

WHEREAS, H. J. BERNARD REALTY CO., being one of the parties hereto deems it advisable and for the welfare of said corporation and the share holders thereof that said corporation merge itself into R. A. BERNARD ENTERPRISES, INC. as the same is authorized by the laws of the State of Rhode Island; and

WHEREAS, R. A. BERNARD ENTERPRISES, INC., by its Articles of Association which were filed in the office of the Secretary of State of Rhode Island on October 1, 1964 has an authorized Capital Stock consisting of SIX HUNDRED (600) shares of Common Stock without par value, of which ONE HUNDRED (100) shares are now issued and outstanding; and

WHEREAS, H J BERNARD REALTY CO. by its Articles of Association which were filed in the office of the Secretary of State of Rhode Island on January 29, 1957 has an authorized capital stock consisting of SIX HUNDRED (600) shares of Common Stock without par value, of which THREE HUNDRED (300) shares are now issued and outstanding.

Pursuant to the provisions of Chapter 7-1.1 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:

The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

NOW THEREFORE THIS AGREEMENT OF MERGER, WITNESSETH

ARTICLE ONE

H J BERNARD REALTY CO. shall at the time at which there shall be completed the filing of this Agreement in the office of the Secretary of State of Rhode Island, which time shall be designated as the 30th day of September, A. D. 1970, be merged with and into R. A. BERNARD ENTERPRISES, INC. and R. A. BERNARD ENTERPRISES, INC. shall be the surviving corporation to the end that the existence of R. A. BERNARD ENTERPRISES, INC. shall continue for all purposes whatsoever after said merger and the separate existence of H J BERNARD REALTY CO. shall cease on said date of filing except as may otherwise be provided by law or specifically set forth in this Agreement:

ARTICLE TWO

The surviving corporation is and shall be known by the name of R. A. BERNARD ENTERPRISES, INC.

ARTICLE THREE

The surviving corporation is formed for the purpose of:

Buying, selling, leasing, renting and developing real estate and conducting a general investment business.

In addition to the foregoing, said corporation shall have the following powers and authority, viz;

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

- (a) To have perpetual succession in its corporate name;
- (b) To sue and be sued in its corporate name;
- (c) To have and use a common seal, and alter the same at pleasure;
- (d) To elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
- (e) To make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the Board of Directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) To make contracts, incur liabilities and borrow money;
- (g) To acquire hold, sell and transfer shares of its own capital stock; provided, that this corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
- (h) To acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidence of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) To guarantee any bonds, securities or evidence of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporations or corporation created by this state or by any other state, country, nation or government;
- (j) To acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require
- (k) To conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

ARTICLE FOUR

The surviving corporation shall be located in Coventry, County of Kent and State of Rhode Island.

ARTICLE FIVE

The total number of shares of capital stock authorized without par value shall be SIX HUNDRED (600) shares, as follows:
SIX HUNDRED (600) shares of Common Stock, without par value.

ARTICLE SIX

The surviving corporation is to have perpetual existence.

ADDITIONAL PROVISIONS

1. The private property of the Stockholders of the surviving corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

2. The Directors and Officers of R. A. BERNARD ENTERPRISES, INC. in office on the 30th day of September, A.D. 1970 shall continue in office until their respective successors shall have been elected or appointed and qualified. Such Officers are:

President	Richard A. Bernard
Treasurer	Richard A. Bernard
Secretary	Virginia A. Bernard

Such Directors are:

Richard A. Bernard
Virginia A. Bernard

3. The shares of capital stock which are issued and outstanding in H J BERNARD REALTY CO. shall be cancelled as of the date of filing of this Agreement, to wit: the 30th day of September, A.D. 1970.

The manner of converting the capital stock of the corporations, the parties, hereto, into the capital stock of the surviving corporation shall be as follows:

The capital stock issued and outstanding held by the present stockholder, being THREE HUNDRED (300) shares of H J BERNARD REALTY CO. shall be exchanged for FIFTY (50) shares of the capital stock, no par value, of R. A. BERNARD ENTERPRISES, INC., the surviving corporation. The issued and outstanding shares of stock of H J BERNARD REALTY CO. shall be forthwith surrendered by the stockholder and cancelled as of the date of the filing of this Agreement with the Secretary of State, to wit: the 30th day of September, A. D. 1970.

4. The by-laws of R. A. BERNARD ENTERPRISES, INC. at the date of the filing of this Agreement with the Secretary of State shall be the by-laws of the surviving corporation insofar as they are applicable and not inconsistent with the provisions of this Agreement, until altered, amended, or repealed, as provided therein or permitted by law.

5. Upon the date when this Agreement shall become effective by filing with the Secretary of State, the separate existence of H J BERNARD REALTY CO. shall cease and it shall be merged into R. A. BERNARD ENTERPRISES, INC. in accordance with the provisions of this Agreement, and R. A. BERNARD ENTERPRISES, INC. shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of H J BERNARD REALTY CO., and all and singular, the rights, privileges, powers and franchises of said H J BERNARD REALTY CO., and all property, real, personal and mixed, and all debts due on whatever account, as well as all other things in action or belonging to H J BERNARD REALTY CO., shall be vested in R. A. BERNARD ENTERPRISES, INC.; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of R. A. BERNARD ENTERPRISES, INC. as they were of said H J BERNARD REALTY CO., and the title to any real estate, vested by deed or otherwise, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said H J BERNARD REALTY CO. shall be preserved unimpaired, and all debts, liabilities and duties of said H J BERNARD REALTY CO. shall henceforth attach to the said R. A. BERNARD ENTERPRISES, INC. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against said H J BERNARD REALTY CO.

may be prosecuted to judgment, as if the merger had not taken place, or R. A. BERNARD ENTERPRISES, INC. may be substituted for H J BERNARD REALTY CO. as a party therein.

6. R. A. BERNARD ENTERPRISES, INC. reserves the right to amend, alter, change or repeal any provisions contained in this Agreement of Merger in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, said parties to this Agreement have caused their respective names to be signed hereby by their respective presidents and secretaries under their respective corporate seals (attached by their respective secretaries), all done pursuant to appropriate resolutions or votes passed by the stockholders and the board of directors of the respective corporations at meetings duly constituted and held at each of which a quorum was present and acting throughout.

ATTEST: Virginia A. Bernard
Secretary

R. A. BERNARD ENTERPRISES, INC.
By Richard A. Bernard
President
By Virginia A. Bernard
Secretary

ATTEST: Marie Bernard
Secretary

H J BERNARD REALTY CO.
By Richard A. Bernard
President
By Marie Bernard
Secretary

STATE OF RHODE ISLAND
COUNTY OF KENT

In said County this 2nd day of September, A.D. 1970, then personally appeared before me Richard A. Bernard, President and Virginia A. Bernard, Secretary of R. A. BERNARD ENTERPRISES, INC. a corporation existing under the laws of the State of Rhode Island and one of the corporations described in and which executed the foregoing Agreement of Merger, they known to me personally to be such officers, and they, in their capacity as President and Secretary, duly executed the Agreement of Merger before me and acknowledged the Agreement of Merger to be the act, deed and agreement of R. A. BERNARD ENTERPRISES, INC.

Regene J. Laferran
Notary Public

STATE OF RHODE ISLAND
COUNTY OF KENT

In said County this ^{2nd} ~~1st~~ day of September, A.D. 1970, then personally appeared before me Richard A. Bernard, President and Marie Bernard, Secretary of H J BERNARD REALTY CO., a corporation existing under the laws of the State of Rhode Island and one of the corporations described in and which executed the foregoing Agreement of Merger, they known to me personally to be such officers, and they, in their capacity as President and Secretary, duly executed the Agreement of Merger before me and acknowledged the Agreement of Merger to be the act, deed and agreement of H J BERNARD REALTY CO.

Richard A. Bernard
Marie Bernard

CERTIFICATE OF SECRETARY

OF

H J BERNARD REALTY CO.

I, Marie Bernard, Secretary of H J BERNARD REALTY CO., a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, that as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this Certificate is attached, was duly submitted to the stockholders of H J BERNARD REALTY CO. at a Special Meeting of said stockholders called and held separately from the meeting of the stockholders of R. A. BERNARD ENTERPRISES, INC., upon written Waiver of Notice, signed by all of the stockholders of said corporation on the 2nd day of September, 1970, for the purpose of considering and taking action upon the proposed Agreement of Merger; that THREE HUNDRED (300) shares of stock of said corporation were, on said date, issued and outstanding; that the holder of THREE HUNDRED (300) shares voted by ballot in favor of the approval and the holders of no shares voted by ballot against the approval of the proposed Agreement of Merger, the said affirmative vote representing all the shares of each class of the outstanding Capital Stock of said corporation and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said H J BERNARD REALTY CO. and the duly adopted Agreement of the said corporation.

WITNESS my hand and the seal of said H J BERNARD REALTY CO. on this 2nd day of September, A. D. 1970.


Marie Bernard, Secretary

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AGREEMENT OF MERGER OF
DOMESTIC CORPORATION

INTO

R. A. BERNARD ENTERPRISES, INC.

SEP 30 1970

EUGENE J. LAFERRIERE

ATTORNEY AT LAW

9 OLD COLONY BANK BUILDING

1270 MAIN STREET

WEST WARWICK, R. I.