

Filing Fee: See Instructions

ID Number: 28631



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

MAY 12 2006

By ak 98657

ARTICLES OF MERGER OR CONSOLIDATION INTO

Tri-City Rhode Island Elks #14

(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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Pawtucket/Providence Elks Lodge #14 and Lodge No. 2196, B.P.O. Elks, Warwick, R.I.

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 Pawtucket/Providence Elks Lodge #14 28631 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: Tri-City Rhode Island Elks #14

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 Immediately upon 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

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SECRETARY OF STATE
CORPORATIONS DIVISION

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.

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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.

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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:

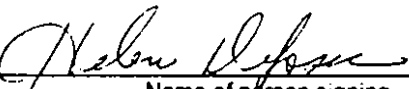
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

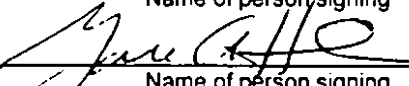
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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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.

Pawtucket/Providence Elks Lodge #14

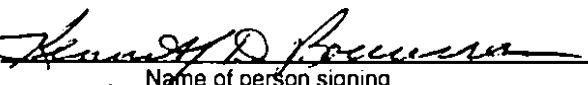
Print Entity Name

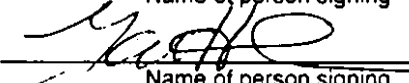
By:  Exalted Ruler
Name of person signing Title of person signing

By:  Secretary
Name of person signing Title of person signing

Lodge No. 2196, B.P.O. Elks, Warwick, R.I.

Print Entity Name

By:  Exalted Ruler
Name of person signing Title of person signing

By:  Acting Secretary
Name of person signing Title of person signing

AGREEMENT OF MERGER

The undersigned agreement is entered into and between Pawtucket/Providence Elks Lodge #14 of Cranston, Rhode Island and Lodge No. 2196, B.P.O. Elks, Warwick, R.I. of Warwick, Rhode Island to merge Pawtucket/Providence Elks Lodge #14 (hereinafter sometimes referred to as the "Surviving Lodge" or "Pawtucket/Providence Lodge") and Lodge No. 2196, B.P.O. Elks, Warwick (hereinafter sometimes referred to as the "Discontinuing Lodge" or "Warwick Lodge # 2196") with Pawtucket/Providence Elks Lodge No. 14, the surviving lodge.

1. That the full name of the surviving entity, Pawtucket/Providence Elks Lodge #14 shall be changed to Tri-City Rhode Island Elks Lodge #14.
2. In consideration of the premises and of the mutual agreement herein contained, it is agreed that in accordance with the provisions of §7-6-43 et seq. of the General Laws of Rhode Island, Pawtucket/Providence Lodge #14 and Warwick Lodge #2196 shall be and hereby are on the effective date merged into Pawtucket/Providence Lodge which shall be the survivor and that the terms and conditions of such merger and other provisions deemed necessary and proper to the purposes of said merger, are hereinafter provided.
3. Except as specifically set forth herein, the corporate existence of Pawtucket/Providence Lodge, with all its purposes, powers and privileges shall continue unaffected and unimpaired by this merger and that the name of the Surviving Lodge shall be Tri-City Rhode Island Elks Lodge #14.
4. The separate existence of Warwick Lodge #2196 shall cease upon the merger becoming effective as herein provided.
5. Pawtucket/Providence Lodge, upon the merger and thenceforth, shall assume and be responsible for all debts, liabilities, obligations and duties of Warwick Lodge #2196 and all said debts, liabilities, obligations and duties shall thenceforth attach to Pawtucket/Providence Lodge and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, but the liabilities of Warwick Lodge #2196 shall not be affected, nor shall the rights of creditors thereof or of any person dealing with Warwick Lodge #2196 or any liens upon the property of Warwick Lodge #2196 be impaired by the merger and all rights of creditors and all liens upon the property of Warwick Lodge #2196 shall be preserved, unimpaired, and any action or proceeding pending by or against Warwick Lodge #2196 may be prosecuted to judgment the same as if the merger had not taken place, which judgment shall bind Pawtucket/Providence Lodge or Pawtucket/Providence Lodge may be proceeded against or substituted in its place. If at any time after the effective date of the merger, Pawtucket/Providence Lodge shall consider or be advised that any further

assignment or assurances in law or any other things are necessary or desirable to vest, perfect or confirm on record or otherwise in Pawtucket/Providence Lodge, the title to any property or rights of Warwick Lodge #2196 acquired or to be acquired by reason of, or as a result of the merger, the officers of Warwick Lodge #2196 shall and will execute and deliver all such proper deeds, assignments and assurance in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Pawtucket/Providence Lodge and otherwise to carry out the purpose of this Agreement.

6. Upon the merger becoming effective, the assets, liabilities, reserves and accounts of Warwick Lodge #2196 shall be taken upon the books of Pawtucket/Providence Lodge at the amounts at which they, respectively, shall then be carried on the books of said Warwick Lodge #2196 subject to such adjustments, or eliminations of intercompany items, as may be appropriate in giving effect to the merger.
7. That all assets of every kind, nature and description owned by any of the lodges which are parties to this agreement at the time of the effective date of the merger shall become the property of Pawtucket/Providence Lodge with the exception of Warwick Lodge #2196's Charter and seal which must be returned to the Grand Lodge Order of Elks.
8. That on the effective date of the merger, all members of Warwick Lodge #2196 shall become members of Pawtucket/Providence Lodge and all the rights and privileges which shall have accrued to members of the respective parties of this agreement shall be recognized, preserved and protected by the Surviving Lodge.
9. That the dates and times of a stated meeting of the Surviving Lodge shall be on the first and third Wednesday of each month at 7:00 p.m.
10. That the By-laws of the Surviving Lodge shall be those currently in effect and as amended in accordance with the terms of this agreement and upon approval of said amendments by the Grand Lodge of the Order of Elks.
11. That upon the effective date of the merger, the initial officers of Tri-City Rhode Island Elks Lodge #14 (the Surviving Lodge) shall be as follows:

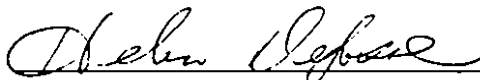
Exalted Ruler	Helen Defosse
Secretary	James Hawkins
Treasurer	Raymond P. Woodcock, Sr.

All the remaining appointed officers of Warwick Lodge #2196 shall remain to complete their then current term. The members of the current committees of Pawtucket/Providence Lodge shall remain to complete their then current term.

12. That the merger shall become effective upon the parties to this agreement having respectively ratified, adopted and unanimously approved this agreement at respectively summoned meetings held by Providence/Pawtucket Lodge on December 7, 2005 and Warwick Lodge #2196 on December 8, 2005 and upon the filing of the Articles of Merger with the Rhode Island Secretary of State. The Grand Lodge of Order of Elks has already approved this merger.

IN WITNESS WHEREOF, the lodges which are parties of this agreement have caused this agreement to be signed by their respective officers thereunto duly authorized and their respective seals hereunto affixed this 1st day of February, 2006.

PAWTUCKET/PROVIDENCE ELKS
LODGE #14

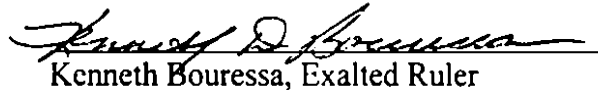


Helen Defosse, Exalted Ruler

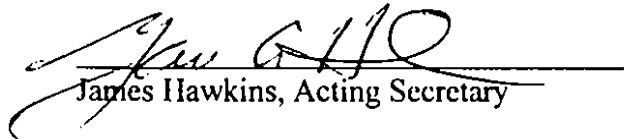


James Hawkins, Secretary

WARWICK LODGE #2196, B.O.P. ELKS,
WARWICK, R.I.



Kenneth Bouressa, Exalted Ruler



James Hawkins, Acting Secretary