

Filing Fee: See Instructions

ID Number: 28631



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

Pawtucket/Providence Elks Lodge #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 ☒ 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:

Name of entity	Type of entity	State under which entity is organized
PROVIDENCE CRANSTON LODGE #14 BENEVOLENT ORDER OF ELKS	Domestic Non Profit	Rhode Island
PAWTUCKET LODGE NO 720 BENEVOLENT PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA	Domestic Non Profit	Rhode Island

- 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 Providence Cranston Lodge #14 Benevolent Protective Order of Elks 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:

Pawtucket/Providence Elks Lodge #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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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 Lodge No. 920, Benevolent & Protective Order of the Elks

Print Entity Name

By: GEORGE SOUTHWICK EXALTON RULER
Name of person signing Title of person signing

By: Raymond Woodcock Secretary
Name of person signing Title of person signing

Providence Cranston Lodge #14 of the Benevolent & Protective Order of Elks

Print Entity Name

By: Heber DeFosse EXALTON RULER
Name of person signing Title of person signing

By: James AAWKINS Secretary
Name of person signing Title of person signing

AGREEMENT OF MERGER

The undersigned agreement is entered into and between Pawtucket Lodge No. 920 Order of Elks of Pawtucket, Rhode Island and Providence Cranston Lodge #14 Order of Elks of Cranston, Rhode Island to merge Pawtucket Lodge No. 920 (hereinafter sometimes referred to as the "Discontinuing Lodge" or "Pawtucket Lodge") and Providence Cranston Lodge No. 14 (hereinafter sometimes referred to as the "Surviving Lodge" or "Pawtucket Providence Lodge") with Providence Lodge being the surviving lodge.

1. That the full name of the surviving entity, Providence Cranston Lodge No. 14, shall be changed to Pawtucket/Providence 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 Lodge and Providence Cranston Lodge No. 14 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 Pawtucket/Providence Elks Lodge #14.
4. The separate existence of Pawtucket Lodge 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 Pawtucket Lodge and all said debts, liabilities, obligations and duties shall thenceforth attach to the 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 Pawtucket/Providence Lodge shall not be affected, nor shall the rights of creditors thereof or of any person dealing with Pawtucket Lodge or any liens upon the property of Pawtucket Lodge be impaired by the merger and all rights of creditors and all liens upon the property of Pawtucket Lodge shall be preserved, unimpaired, and any action or proceeding pending by or against Pawtucket Lodge may be prosecuted to judgment the same as if the merger had not taken place, which judgement 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 of 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 Pawtucket Lodge acquired or to be acquired by reason of, or as a result of the merger, the officers of Pawtucket Lodge 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 the 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 Pawtucket Lodge 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 Pawtucket/Providence Lodge 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 Pawtucket Lodge'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 Pawtucket Lodge 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 Pawtucket /Providence 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 Pawtucket/ Providence Elks Lodge #14 (the Surviving Lodge) shall be as follows:

Exalted Ruler
Leading Knight
Loyal Knight
Lecturing Knight
Secretary

Helen Defosse
Steven Lagesse
George Southwick, PER
Edna Colby
James Hawkins

Treasurer
Trustees:


Raymond P. Woodcock, Sr.
Thomas Morrocco, Chairman
Eleanor G. Mello
Paul T. Kennedy
Janice Feuti
Joseph Day
James Felton
Anthony Neary
Robert DeLomba

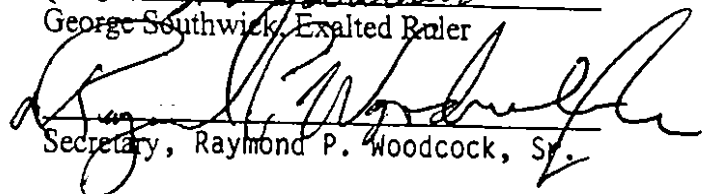
All the remaining appointed officers of Pawtucket/Providence Lodge shall remain to complete their then current term. The members of the current committees of Pawtucket/Providence Lodge shall remain to complete their then current term.

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 Pawtucket Lodge on April 19, 2005 and Pawtucket/Providence Lodge on April 20, 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.

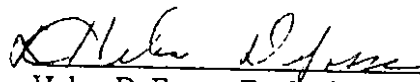
IN WITNESS WHEREOF, the lodges which are parties of this agreement have caused this agreement to be signed by their respective officers thereunto duly authorized and their respective seals hereunto affixed this 30th day of July, 2005.

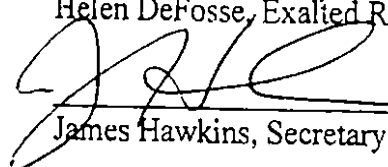
PAWTUCKET LODGE NO. 920 ORDER OF
ELKS


George Southwick, Exalted Ruler


Secretary, Raymond P. Woodcock, Sr.

PROVIDENCE CRANSTON LODGE #14
ORDER OF ELKS


Helen DeFosse, Exalted Ruler


James Hawkins, Secretary