



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**ARTICLES OF MERGER OR CONSOLIDATION INTO**  
**(To Be Filed In Duplicate Original)**

The Nature Conservancy

(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 Rhode Island General Laws, 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 states under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
<u>The Nature Conservancy</u>	<u>25071 Nonprofit Corporation</u>	<u>D.C.</u>
<u>The Nature Conservancy of Rhode Island, Inc.</u>	<u>Nonprofit Corporation</u>	<u>R.I. 26077</u>

- 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 The Nature Conservancy 25071  
which is to be governed by the laws of the state of District of Columbia

- 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:

N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) N/A 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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

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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.

SEE EXHIBIT A, ATTACHED HERETO AND MADE <sub>2</sub>A PART HEREOF.

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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.
- .....

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

The Nature Conservancy  
Print Entity Name

By: [Signature]  
Name of person signing: STEVEN J. MCCORMICK Title of person signing: PRESIDENT

By: Susan Lauscher  
Name of person signing: Susan Lauscher Title of person signing: Assistant Secretary

Commonwealth Virginia  
STATE OF Virginia  
COUNTY OF ARLINGTON

In Virginia, on this 29 day of June, 2005, before me personally appeared STEVEN J. MCCORMICK who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Vicky Simmons  
Notary Public  
My Commission Expires: 8.31.05

The Nature Conservancy of Rhode Island, Inc.  
Print Entity Name

By: [Signature]  
Name of person signing: STEVEN J. MCCORMICK Title of person signing: PRESIDENT

By: Susan Lauscher  
Name of person signing: Susan Lauscher Title of person signing: Assistant Secretary

Commonwealth Virginia  
STATE OF Virginia  
COUNTY OF ARLINGTON

In Virginia, on this 29 day of June, 2005, before me personally appeared STEVEN J. MCCORMICK who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Vicky Simmons  
Notary Public  
My Commission Expires: 8.31.05

**EXHIBIT A**

Statement Pursuant to Section III (b) of Articles of Merger

(i) The Agreement and Plan of Merger was adopted by the Board of Directors of The Nature Conservancy of Rhode Island, Inc. by resolution taken on JANUARY 20, 2005.

(ii) The Agreement and Plan of Merger was adopted by the Board of Governors (Board of Directors being designated as Board of Governors) of The Nature Conservancy by resolution taken on JANUARY 20, 2005.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of the 29<sup>th</sup> day of JUNE, 2005, is by and among THE NATURE CONSERVANCY, a District of Columbia nonprofit corporation ("Acquirer"), and THE NATURE CONSERVANCY OF RHODE ISLAND, INC., a Rhode Island nonprofit corporation ("Merging Corporation").

WHEREAS, the Merging Corporation desires to merge with and into Acquirer pursuant to applicable provisions of the District of Columbia Nonprofit Corporation Act and the Rhode Island Nonprofit Corporation Act.

NOW, THEREFORE, in consideration of the agreements herein contained, the undersigned each agrees that, in accordance with the foregoing provisions, the Merging Corporation shall be merged with and into Acquirer upon the following terms and conditions:

1. Terms and Conditions of Merger. Upon the effective date of this merger (the "Merger"), the Merging Corporation shall be merged with and into Acquirer as hereinafter set forth. Upon merging, the separate existence of the Merging Corporation shall cease, and Acquirer, as the surviving corporation (the "Surviving Corporation"), shall continue to exist and be governed by the laws of the District of Columbia. The Articles of Incorporation of Acquirer, as in effect on the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of Acquirer, as in effect upon the Effective Date, shall be the Bylaws of the Surviving Corporation. Upon the Effective Date, the governors and officers of Acquirer shall be the governors and officers of the Surviving Corporation, until their successors shall be elected and qualified.

2. Effective Date of the Merger; Filing of Articles of Merger. The Merger shall become effective upon the date specified in the Articles of Merger, or other appropriate instrument of similar effect, related to this Merger, which shall be filed with the District of Columbia Department of Consumer and Regulatory Affairs and the Rhode Island Secretary of State in a timely manner. The specified effective date of the Merger is herein sometimes referred to as the "Effective Date."

3. Distribution of Assets. Upon the Effective Date, all of the remaining assets of the Merging Corporation, after the payment or provision for the payment of all debts and necessary expenses, shall be distributed, or its assets shall be sold and the proceeds distributed, exclusively to Acquirer. In no event shall any of such assets or property be distributed to any member, governor or officer of Acquirer, or any private individual.

4. Status of Surviving Corporation; Certain Effects of the Merger. Upon the Effective Date, Acquirer, as the Surviving Corporation, shall possess all the rights, privileges, and franchises, of a public as well as of a private nature, possessed by the Merging Corporation immediately prior to the Merger, and shall be subject to all restrictions, disabilities, and duties of the Merging Corporation. All the property and assets of whatever kind or discretion, and all debts due on whatever account to the Merging Corporation, including any choses in action and any real estate belonging to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, whether by deed or otherwise vested in the Merging Corporation, shall not revert or be impaired in any way because of the Merger, provided that all rights of creditors and all liens upon the property of each Merging Corporation shall be preserved unimpaired. The Surviving Corporation shall be responsible for all the liabilities and obligations of the Merging Corporation as if the Surviving Corporation had itself incurred such liabilities or obligations. Any claim existing, or action or proceeding pending, by or against the Merging Corporation may be prosecuted to judgment and shall bind the Merging Corporation as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation.

5. Approval of Agreement. Pursuant to applicable provisions of the District of Columbia Nonprofit Corporation Act and the Rhode Island Nonprofit Corporation Act, the Merger provided for in this Agreement has been duly approved by (a) the Board of Directors of the Merging Corporation by resolution taken on JANUARY 20, 2005 and (b) the Board of Governors of Acquirer by resolution taken on JANUARY 20, 2005.

6. Modification and Termination of Agreement.

(a) This Agreement may, at any time prior to the filing of the Articles of Merger, be amended by action of the Board of Governors of Acquirer and the Board of Directors of the Merging Corporation.

(b) This Agreement may be terminated by the Board of Directors of the Merging Corporation and/or the Board of Governors of Acquirer, at any time prior to the filing of the Articles of Merger, in the exercise of their sole discretion.

(c) Any termination of this Agreement pursuant to this Section 6 shall be without any liability on the part of any party hereto to any other party or to any other person.

7. Location of Principal Office of Surviving Corporation. The initial location of the principal office of the Surviving Corporation shall be:

The Nature Conservancy  
4245 North Fairfax Drive  
Arlington, VA 22203

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IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their duly authorized officers as of the 29<sup>th</sup> day of JUNE, 2005.

SURVIVOR:

THE NATURE CONSERVANCY

By: 

Name: STEVEN J. MCCORMICK

Title: PRESIDENT

MERGING CORPORATION:

THE NATURE CONSERVANCY OF RHODE  
ISLAND, INC

By: 

Name: STEVEN J. MCCORMICK

Title: PRESIDENT