

Filing Fee \$10.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF CONSOLIDATION
OF DOMESTIC CORPORATIONS
INTO

Northern Rhode Island Chamber of Commerce

Pursuant to the provisions of Chapter 7-6 of the General Laws, 1956, as amended, the undersigned corporations, adopt the following Articles of Consolidation for the purpose of merging them into a new corporation:

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

(Insert Plan of Consolidation)

See Exhibit A attached hereto and made a part hereof.

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SECRETARY OF STATE
CORPORATIONS DIV.
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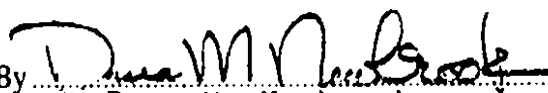
SECOND: As to each of the undersigned corporations, the Plan of Consolidation was adopted in the following manner: (Note 1)

The Plan of Consolidation was adopted by the Blackstone Valley Chamber of Commerce at a meeting of its members held on November 26, 1990, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

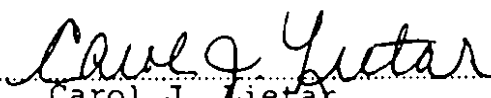
The Plan of Consolidation was adopted by the Greater Woonsocket Chamber of Commerce at a meeting of its members held on November 27, 1990, at which a quorum was present, and the Plan of Consolidation received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

Dated November 29, 1990

Blackstone Valley Chamber of Commerce (Note 2)

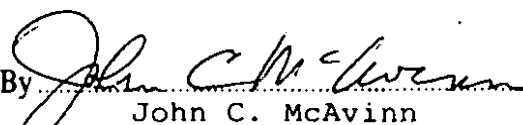
By  (Note 3)
Dana M. Newbrook

Its President

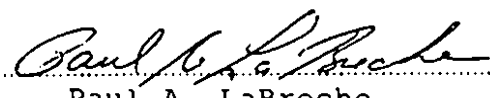
and  (Note 3)
Carol J. Lietar

Its Secretary

Greater Woonsocket Chamber of Commerce (Note 2)

By  (Note 3)
John C. McAvinn

Its President

and  (Note 3)
Paul A. LaBreche

Its Secretary

- NOTES:
- As to each of the corporations parties to the consolidation, insert whichever of the following statements is applicable:
 - "The Plan of Consolidation was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Consolidation 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 Consolidation was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereof."
 - "The Plan of Consolidation 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."
 - Exact corporate names of corporations executing the Articles.
 - Signatures and titles of officers signing for the respective corporations.

EXHIBIT A

PLAN OF CONSOLIDATION

27378
The Blackstone Valley Chamber of Commerce ("BVCC") and the Greater Woonsocket Chamber of Commerce ("GWCC"), both Rhode Island non-profit corporations (collectively, the "Chambers"), shall be consolidated (the "Consolidation") into a new Rhode Island non-profit corporation (the "Corporation") pursuant to this Plan of Consolidation (the "Plan").

1. Effect of Consolidation. The powers, objects, franchises, rights and immunities of the Chambers shall be unaffected and unimpaired by the Consolidation. At the Effective Time (as hereinafter defined) of the Consolidation, the corporate existence of each of the Chambers shall be continued and consolidated in the Corporation, and the separate existence of the Chambers shall cease. At the Effective Time of the Consolidation, the Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Chambers, and all property, real, personal and mixed, and all debts due on whatever account, including all other choses in action, and all and every other interest of or belonging to or due to each of the Chambers, shall be taken and deemed to be transferred to and vested in the Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Chambers shall

not revert or be in any way impaired by reason of the Consolidation, but shall be vested in the Corporation. The Corporation, shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Chambers; and any claim existing or action or proceeding pending by or against either of the Chambers may be prosecuted as if the Consolidation had not taken place, or the Corporation may be substituted in the place of either of the Chambers. Neither the rights of creditors nor any liens upon the property of either of the Chambers shall be impaired by the Consolidation.

2. Articles of Incorporation. At the Effective Time of the Consolidation, the Articles of Consolidation filed with the Rhode Island Secretary of State to accomplish the Consolidation shall constitute the Articles of Incorporation of the Corporation.

2.01 Name of Corporation. The name of the Corporation shall be "Northern Rhode Island Chamber of Commerce".

2.02 Duration. The Corporation shall have perpetual duration.

2.03 Purposes The Corporation shall be a chamber of commerce organized for the purpose of promoting the common business interests of businesses in the Northern Rhode Island region and neighboring areas of Massachusetts, including

advancing and promoting on a nonsectarian and nonpartisan basis the commercial, industrial, civic and general interests of the Northern Rhode Island community, including the Rhode Island Cities of Central Falls, Pawtucket and Woonsocket, the Rhode Island Towns of Burrillville, Cumberland, Lincoln, North Smithfield and Smithfield and neighboring areas of Massachusetts, and for any other lawful purpose for which corporations may be organized under the Rhode Island Non-Profit Corporation Act.

2.04 Provisions for the Regulation of the Corporation's Internal Affairs.

(a) The Corporation shall exercise its powers only in furtherance of exempt purposes as such term is defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder (the "Code").

(b) A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(c) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other person, except that reasonable compensation may be paid for services rendered to and for the Corporation and payments and distributions may be made in furtherance of the purposes set forth in the Articles of Incorporation. In the event of any liquidation and dissolution of the Corporation, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the board of directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c) of the Code or to the State of Rhode Island or a local government. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively to one or more organizations which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c) of the Code or to the State of Rhode Island or a local government for a public

purpose which is in harmony with the purposes for which the Corporation is constituted.

2.05 Initial Registered Office. The initial Registered Office of the Corporation shall be Tillinghast Collins & Graham, One Old Stone Square, Providence, Rhode Island and the name of the initial registered agent at that address is Richard H. Gregory III.

2.06 Initial Board of Directors. The number of individuals whose names and addresses are listed on the schedule attached hereto as Exhibit A shall constitute the initial board of directors of the Corporation (the "Initial Directors") who shall serve for a term expiring December 31, 1991.

2.07 Incorporators. The Initial Directors shall be the Incorporators of the Corporation.

3. Members. The members of each of the Chambers shall become members of the Corporation without any further action or deed.

4. Initial Officers. The individuals listed on the schedule attached hereto as Exhibit B shall be the initial officers of the Corporation (the "Initial Officers") to serve in the offices set forth opposite their names for terms expiring December 31, 1991.

5. Initial Executive Committee. The individuals listed on the schedule attached hereto as Exhibit C shall

constitute the initial Executive Committee of the Board of Directors of the Corporation (the "Initial Executive Committee") who shall serve for a term expiring December 31, 1991.

6. Vacancies. If, at the Effective Time of the Consolidation, a vacancy shall exist in any of the directorships of the Corporation, in any of the offices or in the Executive Committee by reason of the inability or failure of any of the persons named to accept or enter into a position specified by this Plan, then such vacancy may thereafter be filled in the manner provided in the by-laws of the Corporation, provided that vacancies shall be filled so as to assure the selection of individuals throughout the Northern Rhode Island region affording approximately equal representation to the historic membership of each of the two Chambers participating in the Consolidation.

7. By-laws. At the Effective Time of the Consolidation, the by-laws attached hereto as Exhibit D shall be the by-laws of the Corporation.

8. Transitional Period Provisions. For the two (2) years following the expiration of the terms of the Initial Directors, Initial Officers and Initial Executive Committee, the directors, officers and executive committee of the Corporation shall be determined as specified below.

8.01 Prior to December 31, 1991, not more than fifty (50) individuals shall be elected to serve as directors of the Corporation for the 1992 calendar year (the "Second Year Elected Directors"). The election of Second Year Elected Directors shall be conducted so as to assure the election of individuals throughout the Northern Rhode Island region affording approximately equal representation to the historic membership of each of the two Chambers participating in the Consolidation.

8.02 Prior to December 31, 1992, thirty (30) individuals shall be elected to serve as directors of the Corporation with terms of office to commence on January 1, 1993 (the "Third Year Elected Directors"). Ten (10) individuals shall be elected to serve terms of one year, ten (10) to serve terms of two years, and ten (10) to serve terms of three (3) years. The election of Third Year Elected Directors shall also be conducted so as to assure the election of directors throughout the Northern Rhode Island region to terms of office affording approximately equal representation to the historic membership of each of the Chambers participating in the Consolidation.

8.03 In addition to the Elected Directors, the Chairman of the Blackstone Valley Development Foundation, the Chairman of the Northern Rhode Island Private Industry Council,

and the Chairman of the Woonsocket Industrial Development Corporation, in each case from the time of election to said office and thereafter for the time being by virtue of said office, and the immediate past Chairman of the Board of Directors of the Corporation shall serve as directors of the Corporation by virtue of their respective offices or former office in the foregoing organizations (the "Ex Officio Directors"). Furthermore, the Chairman of the Corporation shall have the authority to appoint three (3) persons to serve as directors for terms ending on December 31 of the year in which the appointment is made (the "Appointed Directors").

8.04 After the Second Year Directors have been determined, they shall elect directors to serve as officers of the Corporation and on the Executive Committee of the Board of Directors (the "Second Year Officers" and "Second Year Executive Committee"). The offices to which directors shall be elected are the following: Chairman, Senior Vice Chairman, Chairman of each of the Corporation's operating divisions (initially, but subject to modification by the Board of Directors, the following: Organizational Affairs, Economic Development, Government Relations, Education, Communications and Business Support), Secretary and Treasurer. The immediate past Chairman of the Board of Directors shall also serve as an officer. The Second Year Executive Committee shall be

comprised of the officers of the Corporation plus two (2) directors of the Corporation who were previously directors of BVCC and two (2) directors of the Corporation who were previously directors of GWCC.

8.05 After the Third Year Directors have been determined, they shall elect directors to serve as officers of the Corporation and on the Executive Committee of the Board of Directors with terms of office to commence on January 1, 1993 (the "Third Year Officers" and "Third Year Executive Committee"). The immediate past Chairman of the Board of Directors shall also serve as an officer. The Third Year Executive Committee shall consist of the officers of the Corporation plus one (1) director of the Corporation who was previously a director of BVCC and one (1) director of the Corporation who was previously a director of GWCC.

8.06 The provisions of Section 8 of this Plan shall override any provisions of the by-laws of the Corporation to the extent the two are inconsistent. By resolution, the Board of Directors may, in its discretion, establish such rules and procedures as are necessary or convenient to carry out the provisions of this section. By resolution adopted by majority vote of the directors then serving in office, the Board of Directors may alter or amend the provisions of this section.

9. Employee Benefit Plans. The Corporation shall discontinue making any contributions to the American Chamber of

Commerce Executives ACCE 457 Executive Compensation Deferral Plan from and after the Effective Time of Consolidation. Also, the Corporation shall discontinue paying any additional amount of the premium cost of group universal life insurance under the American Chamber of Commerce Executives Group Universal Life Insurance plan.

10. Procedure for Adoption of Plan and for Consolidation. This Plan shall be adopted, if at all, in the following manner: (i) the Board of Directors of each of the Chambers shall adopt a resolution approving the Plan and directing that it be submitted to a vote at a meeting of the members of that Chamber; (ii) each Chamber shall mail written notice of the meeting of its members not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, which meeting notice shall incorporate or enclose a summary of this Plan; (iii) the Plan shall be adopted upon a majority vote of the members present or represented by proxy at such meeting. Upon adoption of the Plan the president and secretary of BVCC and GWCC shall execute Articles of Consolidation which shall be filed with the Rhode Island Secretary of State. A copy of this Plan shall be attached to the Articles of Consolidation together with all exhibits hereto, provided that the by-laws attached as Exhibit D shall not be considered a part of this Plan and shall not be filed with the Rhode Island Secretary of State.

11. Execution of Other Documents. To the extent permitted by law, from time to time and as and when requested by the Corporation, or by its successors or assigns, the Chambers shall execute, seal and deliver, or cause to be executed, sealed and delivered, all such deeds and instruments, or to take or cause to be taken such further or other actions as the Corporation may deem necessary or desirable, in order to vest in and confirm to the Corporation title to, and possession of, any property of the Chambers acquired by reason of and as a result of the Consolidation provided for herein, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of the Chambers are fully authorized in the name of the Chambers or otherwise to take any and all such action.

12. Effective Time of Consolidation. The Consolidation provided for in this Plan shall become effective (the "Effective Time") upon issuance of a certificate of consolidation by the Secretary of State of Rhode Island or, if later, at 12:01 a.m. on January 1, 1991, provided that this Plan may be postponed or abandoned after its adoption and before the filing of Articles of Consolidation with the Secretary of State by affirmative vote of the majority of the directors then serving in office of each of the Chambers at a meeting or meetings called for the purpose of considering such postponement or abandonment.

Directors of the
Northern Rhode Island
Chamber of Commerce

Elaine Bartro
Suzanne Bernier
Alva Bouree
Robert Branchaud
Samuel Brickle
Douglas Brown
Gordon Carpenter
Joseph Clune
Timothy Connors
Robert DiCaprio
Robert Drapeau
Benjamin Eisenberg
Robert Girvin
William Hampsen
David Jonson
Paul LaBreche
Barbara Lanoue
Robert Mailloux
Robert Martin
John McAvinn
John Meschisen
Herbert Miller
John O'Hearne
Charles Paquin
David Richards
John St. Sauveur
Paul Sheahan
Charles Sokoloff
Robert Walker
James Walsh

Lester Ageloff
*Lincoln Almond
Donald Baker
Dale Bennett
John Cumming
Chris Dona
Gayl Doster
Austin Ferland
Henry Gonsalves
Charles Goss
Richard Gregory
David Gulvin
James Hennessy
William Hunt
John Keigwin
Raymond Lacaille
Swift Lawrence
Carol Lietar
James McCoy
Thomas McHale
Dana Newbrook
Edward Parry
Will Provost
Douglas Schneider
Edward Sullivan
William Trueheart
*Marcel Valois
Nicholas Vrabel
Cheryl Watkins
Anthony Zona

The address of the above
individuals is:

c/o The Greater Woonsocket Chamber
of Commerce
Marquette Plaza
Woonsocket, RI 02895

The address of the above
individuals is:

c/o Blackstone Valley
Chamber of Commerce
42 Park Place
Pawtucket, RI 02862

* Indicates a director serving solely in an ex officio
capacity pursuant to Section 8.03 of this Plan.

Exhibit A

Officers of the
Northern Rhode Island
Chamber of Commerce

Chairman of the Board of Directors	- John St. Sauveur
Senior Vice Chairman	- Gayl Doster
Treasurer	- Robert Mailloux
Secretary	- Charles Sokoloff
Immediate Past Chairmen	
BVCC	- Dana Newbrook
GWCC	- John McAvinn
Division Chairmen:	
Economic Development	- Dale Bennett
Business Support	- John Keigwin
Education	- Douglas Schneider
Organizational Affairs	- Edward Sullivan
Communications	- Austin Ferland
Government Relations	- Gordon Carpenter

EXHIBIT B

Executive Committee of the
Board of Directors of the
Northern Rhode Island
Chamber of Commerce

Dale Bennett
Gordon Carpenter
Gayl Doster
Austin Ferland
Richard Gregory
David Gulvin
David Jonson
John Keigwin
Carol Lietar
John McAvinn
Robert Mailloux
Herbert Miller
Dana Newbrook
Charles Paquin
John St. Sauveur
Douglas Schneider
Charles Sokoloff
Edward Sullivan

EXHIBIT C

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CORPORATIONS DIV.
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CORPORATIONS DIV.
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