



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,
Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL 7, the undersigned entities submit the following Articles of Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

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2020 MAR 31 A 9:30

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

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:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>*Under which entity is organized</small>
0040913	Navigant Credit Union	Credit Union, non-profit	Rhode Island
	Kent Hospital FCU	Credit Union, non-profit	Federal

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

Navigant Credit Union

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. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

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:

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED

MAR 31 2020

BY Ch RWHQV
9:30

g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

☐ Date received (Upon filing)

April 1, 2020

☒ Later effective date (see instructions)

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL 7-1.2.

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 RIGL 7-1.2, with respect to dissenting shareholders.

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) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

c. As required by RIGL 7-1.2-1003, the corporation has paid all fees and taxes.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL 7-6.

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 nonprofit 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.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL 7-13.

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

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.

Type or Print Entity Name

Navigant Credit Union

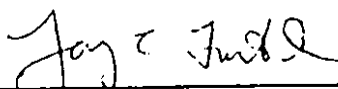
Type or Print Name of Person Signing

Gary E. Furtado

Title of Person Signing

President

Signature



Date

3-16-2020

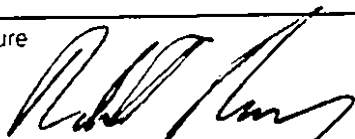
Type or Print Name of Person Signing

Robert J. Murray

Title of Person of Signing

Secretary

Signature



Date

3-16-20

Type or Print Entity Name

Kent Hospital Federal Credit Union

Type or Print Name of Person Signing

Eugene Leco

Title of Person Signing

President

Signature



Date

3-18-20

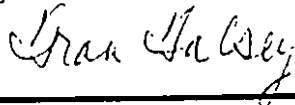
Type or Print Name of Person Signing

Fran Falsey

Title of Person Signing

Secretary

Signature



Date

3/18/20

**MERGER AGREEMENT
(NCUA 6304)**

This agreement is made and entered into on February 18, 2020, by and between Navigant Credit Union (continuing credit union) and Kent Hospital Federal Credit Union (merging credit union). The continuing credit union and the merging credit union agree to the following terms:

1. The merging credit union will transfer to the continuing credit union all of its assets, rights, and property.
2. The continuing credit union will assume and pay all liabilities of the merging credit union. In addition, the continuing credit union will issue all members of the merging credit union the same amount of shares they currently own in the merging credit union, subject to the following share adjustments (if any): none.

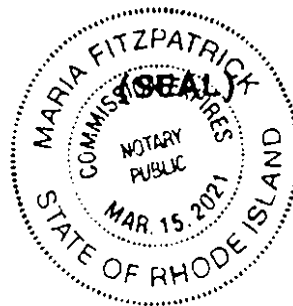
Navigant Credit Union by:

Ann Kashmanian
Board Presiding Officer

Gary E. Furtado
Treasurer

Before me a Notary Public (or other authorized officer) appeared the above named Ann Kashmanian and Gary E. Furtado, Board Presiding Officer and Treasurer of Navigant Credit Union, respectively, who being personally known to me as (or proved by the oath of credible witnesses to be) the persons who executed the annexed instrument acknowledged the same to be their free act and deed and in their respective capacities the free act and deed of said credit union.

Maria Fitzpatrick
Notary Public
My commission expires 3/15, 2021.
State of Rhode Island
County of Providence



Kent Hospital Federal Credit Union by:

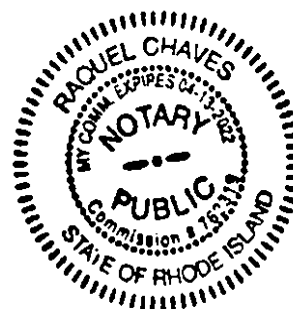
Robert A. Romagnolo
Board Presiding Officer

Shirley L. L...
Treasurer

Before me a Notary Public (or other authorized officer) appeared the above named _____ and _____, Board Presiding Officer and Treasurer of Kent Hospital Federal Credit Union, who being personally known to me as (or proved by the oath of credible witnesses to be) the persons who executed the annexed instrument acknowledged the same to be their free act and deed and in their respective capacities the free act and deed of said credit union.

Raquel Chaves
Notary Public
My commission expires 04/13, 2023.
State of _____
County of _____

(SEAL)



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Certification of Vote on Merger Proposal of the Credit Union
[Merging]

We, the undersigned officers of Kent Hospital Federal Credit Union, certify the completion of the following actions:

1. At a meeting on August 29, 2019, the Board of Directors adopted a resolution approving the merger of our credit union with Navigant Credit Union.
2. Not more than 90 days or less than 45 days before the date of the vote, our members received copies of the notice of meeting and the ballot, as approved by the National Credit Union Administration.
3. The credit union arranged for a meeting of our credit union members at the time and place announced in the notice to consider and act upon the proposed merger.
4. At the meeting, the members present received an explanation of the merger proposal and any changes in products, services and locations.
5. The members of our credit union voted on of the merger as follows:

16 Number of members present at the meeting

1 Number of members present who voted in favor of the merger

0 Number of members present who voted against the merger

205 Number of additional written ballots in favor of the merger

20 Number of additional written ballots opposed to the merger

6. The action of the members at the meeting was recorded in the minutes.

This certification signed March 5, 2020.

Board Presiding Officer


Patricia Racioppi, Chairperson

Secretary


Fran Falsey

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**RESOLUTIONS OF BOARD OF DIRECTORS OF
NAVIGANT CREDIT UNION
AT ITS MEETING HELD ON AUGUST 26, 2019**

WHEREAS, Kent Hospital Federal Credit Union ("Merging Credit Union") desires to merge with and into Navigant Credit Union (the "Credit Union") (the "Merger") as more particularly described in that certain form of Agreement and Plan of Merger presented to the Board of Directors of Navigant Credit Union, as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger Agreement"); and

WHEREAS, the Board of Directors of the Credit Union believes that it is in the best interest of the Merging Credit Union for Kent Hospital Federal Credit Union to merge with and into the Credit Union substantially in accordance with and subject to the terms and conditions of the Merger Agreement; and

WHEREAS, the Board of Directors of the Credit Union desires that the merger be completed substantially in accordance with the form of "Merger Plan" developed by the management of the Credit Union in accordance with the terms and conditions established in the Merger Agreement and presented to the Board of Directors of the Credit Union, as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger Plan"); and

WHEREAS, the Board of Directors of the Credit Union desires to adopt certain resolutions in the form required for certification to the National Credit Union Administration ("NCUA") and the Rhode Island Department of Business Regulation - Banking Division ("DBR");

NOW, THEREFORE, BE IT RESOLVED:

That the transactions contemplated by the forms of Merger Agreement and Merger Plan be, and each hereby is, approved;

That the Board Presiding Officer, President & Chief Executive Officer, Executive Vice President & Chief Operating Officer, Senior Vice President & Chief Financial Officer, and Secretary of the Credit Union (each, acting individually, an "Authorized Officer") be, and each hereby is, authorized to make such additions, changes and other amendments to the Merger Agreement and Merger Plan as they deem appropriate and in the best interest of the Credit Union to effectuate the Merger;

That each of the Authorized Officers, acting singly or otherwise as required by law, are authorized to execute and deliver the Merger Agreement and the Merger Plan on behalf of the Credit Union, such authority to be conclusively evidenced by their execution and delivery thereof; and

That each of the Authorized Officers, acting singly, is authorized to undertake on behalf of the Credit Union such actions, and execute and deliver on behalf of the Credit Union all applications, certifications, instruments, agreements, documents, and other papers, as they deem necessary and appropriate to satisfy the terms and conditions of the Merger Agreement and the Merger Plan, including all applications, certifications, instruments, agreements, documents, and other papers that may be required to obtain approval of the Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA.

BE IT FURTHER RESOLVED, that upon the approval of Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA, and the satisfaction of the other conditions to closing set forth in the Merger Agreement, each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized and directed to execute, acknowledge, and deliver on behalf of the Credit Union the instruments, certifications and agreements contemplated by the Merger Agreement to effect the closing of the transactions contemplated thereby; and each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized to execute and deliver on behalf of the Credit Union all certifications, instruments, agreements, documents, and other papers which may be required by the DBR and the NCUA, to evidence and consummate the transactions contemplated by the Merger Plan and the Merger Agreement.

BE IT FURTHER RESOLVED, that upon receipt of all regulatory approvals and the closing of the transactions contemplated by the Merger Agreement as aforesaid, the persons and entities who are members of the Merging Credit Union shall, without further action on the part of such persons and entities, become members of the Credit Union.

Without limiting the generality of the foregoing resolutions, in order to fulfill the requirements of the NCUA, the following resolutions are hereby adopted:

BE IT FURTHER RESOLVED, that: The Board of Directors believes Navigant Credit Union should merge with Kent Hospital Federal Credit Union. Our credit union will assume the Merging Credit Union's shares and liabilities. The Merging Credit Union will transfer to our credit union all of its assets, rights, and property. All members of the Merging Credit Union will receive shares in our credit union, which will stay in business under its present charter.

[Certification on following page]

The undersigned hereby certify that the above resolutions were approved by at least 2/3 vote of the members of the Board of Directors of Navigant Credit Union at a meeting duly called and held in accordance with the bylaws thereof on August 26, 2019, at which meeting a quorum was present and voted.

Board Presiding Officer

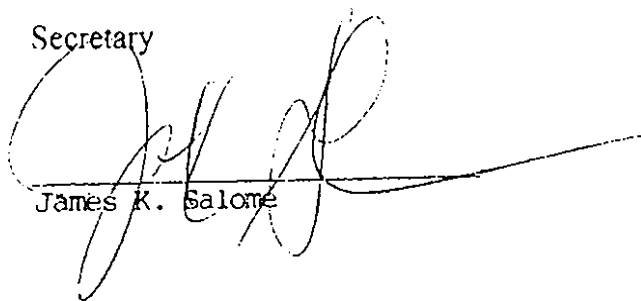
Date


Roland R. Lachapelle

August 26, 2019

Secretary

Date


James K. Salome

August 26, 2019



State of Rhode Island
Department of Business Regulation



DIVISION OF BANKING

CERTIFICATE OF MERGER

Pursuant to Rhode Island General Laws § 19-5-24

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We, Eugene Leco, President and Fran Falsey, Secretary, of Kent Hospital Federal Credit Union, and Gary E. Furtado, President/CEO and Robert J. Murray, Secretary, of Navigant Credit Union hereby certify that all of the meetings referred to below were held in accordance with proper notices which stipulated the purpose of the meetings, and attest to the following for the respective credit union:

(a) Date, time and place of the meetings of the respective boards of directors:

	<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
1. Date, Time	<u>August 29, 2019 at 12:00 p.m.</u>	<u>August 26, 2019 at 6:00 p.m.</u>
2. Place	<u>Kent Hospital FCU</u> <u>455 Tollgate Road</u> <u>Warwick, RI</u>	<u>Navigant Credit Union</u> <u>1005 Douglas Pike</u> <u>Smithfield, RI</u>

(b) Results of the vote on the plan of merger by the respective boards of directors:

	<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
For Merger	<u>8</u>	<u>10</u>
Against Merger	<u>0</u>	<u>0</u>
Abstentions	<u>0</u>	<u>0</u>

(c) Attached to and made a part of this certificate are copies of exhibits which contain the resolutions or actions by which the plan of merger was agreed upon by the respective boards of directors.

<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
See Exhibit (A)	See Exhibit (B)

Surviving Credit Union Original

(d) Date, time and place of the meetings of the members of the respective credit unions (If applicable):

	<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
1. Date, Time	<u>March 5, 2020 at 3:30 pm</u>	<u>N/A</u>
2. Place	<u>455 Tollgate Road, Warwick, RI</u>	<u>N/A</u>

(e) Results of the vote on the plan of merger by the members of the respective credit unions:

	<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
For Merger	<u>206</u>	<u>N/A</u>
Against Merger	<u>20</u>	<u>N/A</u>
Abstentions	<u> </u>	<u>N/A</u>

See Exhibit (C) certification of member vote.

(f) Form of Vote (place a "/" to indicate form of vote):

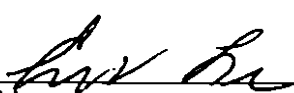
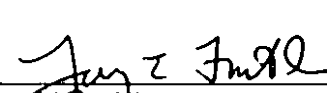
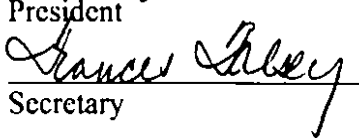
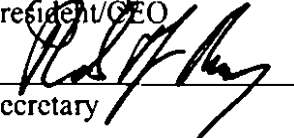
(i) Meeting vote of 2/3 of the members present at a meeting of the members called for that purpose:

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
()	(N/A)

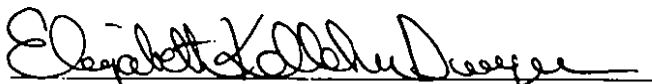
(ii) Written vote of 2/3 of the members voting, with the number of the members voting equal to the number of the members needed for a quorum:

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
(/)	(N/A)

We further certify in behalf of the respective credit unions that all the other requirements of the law providing for such merger have been met and accomplished.

<u>Kent Hospital FCU</u>	<u>Navigant Credit Union</u>
 _____ President	 _____ President/CEO
 _____ Secretary	 _____ Secretary

Approved:


Elizabeth Kelleher Dwyer, Deputy Director
Rhode Island Department of Business Regulation

Effective Date: March 24 2020

EXHIBIT A

**Resolutions Adopted by the Board of Directors of Kent Hospital Federal Credit Union
At the 8/29/19 Meeting**

- Resolved:** That the merger of the Kent Hospital Federal Credit Union (the "Credit Union") into Navigant Credit Union (the "Continuing Credit Union") (the "Merger") be and it hereby is approved.
- Resolved:** That the Merger Agreement, substantially in the form presented to the Board of Directors, be and it hereby is approved.
- Resolved:** That the merger be completed substantially in accordance with the form of "Merger Plan" developed by the management of the Credit Union and the Continuing Credit Union in accordance with the terms and conditions established in the Merger Agreement and presented to the Board of Directors, as the same may be amended or supplemented with the approval of the Authorized Officers in accordance with the authority set forth below and such Merger Plan be and it hereby is approved.
- Resolved:** That the Chairperson, Vice Chairperson or President of the Credit Union, acting alone, be and each such officer hereby is authorized and directed on behalf of the Credit Union to execute the Merger Agreement with such changes as such officer deems necessary and appropriate (the necessity or propriety of such changes to be conclusively evidenced by the execution and delivery of the Merger Agreement).
- Resolved:** That the Merger be presented to the Members of the Credit Union for their approval.
- Resolved:** That the Chairperson, Vice Chairperson or President of the Credit Union, acting alone, be and each such officer hereby is authorized and directed on behalf of the Credit Union to issue a Notice of Special Meeting of the Members (the "Notice of Meeting") to each Member of the Credit Union who is a Member of record of the Credit Union as of the applicable date required by the regulations of the National Credit Union Administration (the "NCUA"), to consider and approve the Merger, the date of such meeting to be chosen by the Chairperson in accordance with the Merger Agreement, the By-Laws of the Credit Union and the requirements the NCUA.
- Resolved:** That such Notice of Meeting and any attachments, and the conduct of such meeting, shall comply with the provisions of the By-Laws of the Credit Union and the requirements of the NCUA.
- Resolved:** That any officer of the Credit Union, acting alone, be and each hereby is authorized and directed on behalf of the Credit Union (each, acting individually, an "Authorized Officer") to execute and deliver all other documents, and to take all other actions, as may be reasonably necessary to obtain the consent of the NCUA and the Rhode Island Department of Business Regulation (the "DBR") to the Merger, and to otherwise consummate the Merger, the execution and delivery thereof and the actions taken to be conclusive evidence of such necessity.
- Resolved:** That the above-referenced documents to be executed and actions to be taken will be taken in the order required by the Credit Union's By-Laws, the Continuing Credit Union, the NCUA and the DBR, and no document will be executed or action be taken before the conditions precedent to such execution or action have been fulfilled.

Without limiting the generality of the foregoing resolutions, in order to fulfill the requirements of the NCUA, the following resolutions are hereby adopted:

Resolved: The Board of Directors believes our credit union should merge with Navigant Credit Union (continuing credit union).

The continuing credit union will assume the shares and liabilities of our credit union. Our credit union will transfer to the continuing credit union all of our assets, rights, and property. All members of our credit union will receive shares in the continuing credit union, which will stay in business under its present charter.

The Board Presiding Officer and Secretary of this credit union, are authorized to:

- Seek National Credit Union Administration Regional Director approval of the merger.
- Execute and deliver the merger agreement on the effective date of the merger.
- Execute all agreements and other papers required to complete the merger.

[Certification on following page]

The undersigned hereby certify that the above resolutions were approved by vote of the members of the Board of Directors of Kent Hospital Federal Credit Union at a meeting duly called and held in accordance with the bylaws thereof on August 29, 2019, at which meeting a quorum was present and voted.

Board Presiding Officer

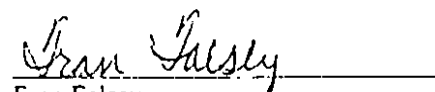
Date


Patricia Racioppi, Chairperson

8/27/19

Secretary

Date


Fran Falsely

8/27/19

EXHIBIT B

**RESOLUTIONS OF BOARD OF DIRECTORS OF
NAVIGANT CREDIT UNION
AT ITS MEETING HELD ON AUGUST 26, 2019**

WHEREAS, Kent Hospital Federal Credit Union ("Merging Credit Union") desires to merge with and into Navigant Credit Union (the "Credit Union") (the "Merger") as more particularly described in that certain form of Agreement and Plan of Merger presented to the Board of Directors of Navigant Credit Union, as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger Agreement"); and

WHEREAS, the Board of Directors of the Credit Union believes that it is in the best interest of the Merging Credit Union for Kent Hospital Federal Credit Union to merge with and into the Credit Union substantially in accordance with and subject to the terms and conditions of the Merger Agreement; and

WHEREAS, the Board of Directors of the Credit Union desires that the merger be completed substantially in accordance with the form of "Merger Plan" developed by the management of the Credit Union in accordance with the terms and conditions established in the Merger Agreement and presented to the Board of Directors of the Credit Union, as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger Plan"); and

WHEREAS, the Board of Directors of the Credit Union desires to adopt certain resolutions in the form required for certification to the National Credit Union Administration ("NCUA") and the Rhode Island Department of Business Regulation - Banking Division ("DBR");

NOW, THEREFORE, BE IT RESOLVED:

That the transactions contemplated by the forms of Merger Agreement and Merger Plan be, and each hereby is, approved;

That the Board Presiding Officer, President & Chief Executive Officer, Executive Vice President & Chief Operating Officer, Senior Vice President & Chief Financial Officer, and Secretary of the Credit Union (each, acting individually, an "Authorized Officer") be, and each hereby is, authorized to make such additions, changes and other amendments to the Merger Agreement and Merger Plan as they deem appropriate and in the best interest of the Credit Union to effectuate the Merger;

That each of the Authorized Officers, acting singly or otherwise as required by law, are authorized to execute and deliver the Merger Agreement and the Merger Plan on behalf of the Credit Union, such authority to be conclusively evidenced by their execution and delivery thereof; and

That each of the Authorized Officers, acting singly, is authorized to undertake on behalf of the Credit Union such actions, and execute and deliver on behalf of the Credit Union all applications, certifications, instruments, agreements, documents, and other papers, as they deem necessary and appropriate to satisfy the terms and conditions of the Merger Agreement and the Merger Plan, including all applications, certifications, instruments, agreements, documents, and other papers that may be required to obtain approval of the Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA.

BE IT FURTHER RESOLVED, that upon the approval of Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA, and the satisfaction of the other conditions to closing set forth in the Merger Agreement, each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized and directed to execute, acknowledge, and deliver on behalf of the Credit Union the instruments, certifications and agreements contemplated by the Merger Agreement to effect the closing of the transactions contemplated thereby; and each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized to execute and deliver on behalf of the Credit Union all certifications, instruments, agreements, documents, and other papers which may be required by the DBR and the NCUA, to evidence and consummate the transactions contemplated by the Merger Plan and the Merger Agreement.

BE IT FURTHER RESOLVED, that upon receipt of all regulatory approvals and the closing of the transactions contemplated by the Merger Agreement as aforesaid, the persons and entities who are members of the Merging Credit Union shall, without further action on the part of such persons and entities, become members of the Credit Union.

Without limiting the generality of the foregoing resolutions, in order to fulfill the requirements of the NCUA, the following resolutions are hereby adopted:

BE IT FURTHER RESOLVED, that: The Board of Directors believes Navigant Credit Union should merge with Kent Hospital Federal Credit Union. Our credit union will assume the Merging Credit Union's shares and liabilities. The Merging Credit Union will transfer to our credit union all of its assets, rights, and property. All members of the Merging Credit Union will receive shares in our credit union, which will stay in business under its present charter.

[Certification on following page]

The undersigned hereby certify that the above resolutions were approved by at least 2/3 vote of the members of the Board of Directors of Navigant Credit Union at a meeting duly called and held in accordance with the bylaws thereof on August 26, 2019, at which meeting a quorum was present and voted.

Board Presiding Officer

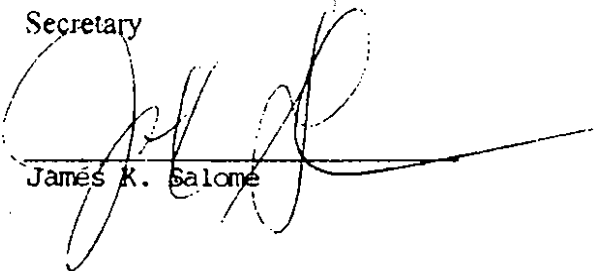
Date


Roland R. Lachapelle

August 26, 2019

Secretary

Date


James K. Salome

August 26, 2019

EXHIBIT C

Certification of Vote on Merger Proposal of the Credit Union
[Merging]

We, the undersigned officers of Kent Hospital Federal Credit Union, certify the completion of the following actions:

1. At a meeting on August 29, 2019, the Board of Directors adopted a resolution approving the merger of our credit union with Navigant Credit Union.
2. Not more than 90 days or less than 45 days before the date of the vote, our members received copies of the notice of meeting and the ballot, as approved by the National Credit Union Administration.
3. The credit union arranged for a meeting of our credit union members at the time and place announced in the notice to consider and act upon the proposed merger.
4. At the meeting, the members present received an explanation of the merger proposal and any changes in products, services and locations.
5. The members of our credit union voted on of the merger as follows:

16 Number of members present at the meeting

1 Number of members present who voted in favor of the merger

0 Number of members present who voted against the merger

205 Number of additional written ballots in favor of the merger

20 Number of additional written ballots opposed to the merger

6. The action of the members at the meeting was recorded in the minutes.

This certification signed March 5, 2020.

Board Presiding Officer


Patricia Racioppi, Chairperson

Secretary


Fran Falsey



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

March 31, 2020 09:30 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

