

Filing Fee: See Instructions

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

05 DEC -5 PM 1:46
SECRETARY OF STATE
CORPORATIONS DIV.

ARTICLES OF MERGER OR CONSOLIDATION INTO
Citizens Charitable Foundation

(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 Citizens Charitable Foundation and The Charter One Foundation.

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 Citizens Charitable Foundation 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 See Exhibit 1

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:

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 December 31, 2005

.....

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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DEC 05 2005

By KMC
C 83722

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.

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 Exhibits 2 and 3

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

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.

Citizens Charitable Foundation

Print Entity Name

By:

*Blake Jordan*

Name of person signing

Blake Jordan, President

Title of person signing

By:

*Heather Camplon*

Name of person signing

Heather Camplon, Secretary

Title of person signing

The Charter One Foundation

Print Entity Name

By:

*Thomas Hollister*

Name of person signing

Thomas Hollister, President

Title of person signing

By:

*Howard Eisenhardt*

Name of person signing

Howard Eisenhardt, Secretary

Title of person signing

**EXHIBIT 1**

**AGREEMENT AND PLAN OF MERGER**

**BY AND BETWEEN**

**THE CHARTER ONE FOUNDATION**

**AND**

**CITIZENS CHARITABLE FOUNDATION**

**PURSUANT TO OHIO REV. CODE § 1702.45**

**AND**

**RHODE ISLAND GENERAL LAWS § 7-6-48**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan"), is made as of this 1st day of November, 2005, by and between The Charter One Foundation, an Ohio nonprofit corporation ("Charter One"), and Citizens Charitable Foundation, a Rhode Island nonprofit corporation ("Citizens") (together the "Constituent Corporations").

WHEREAS, Charter One and Citizens desire to merge into a single corporation pursuant to the provisions of Section 1702.45 of the Ohio Nonprofit Corporation Law and Section 7-6-48 of the Rhode Island Nonprofit Corporation Act;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the Constituent Corporations agree, pursuant to the applicable provisions of Chapter 1702 of the Ohio Revised Code (hereinafter referred to as the "Ohio Nonprofit Corporation Law") and Chapter 7-6 of the Rhode Island General Laws (hereinafter referred to as the "Rhode Island Nonprofit Corporation Act"), that Charter One shall be merged with and into Citizens and that the terms of such merger and mode of carrying the same into effect are and shall be as follows:

**FIRST:** Charter One and Citizens hereby agree that Charter One shall merge with and into Citizens and that Citizens shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall become the owner, without transfer, of all rights and property of Charter One, and the Surviving Corporation shall become subject to all the debts and liabilities of Charter One in the same manner as if the Surviving Corporation had itself incurred them.

**SECOND:** The corporate existence of Charter One shall cease and the corporate existence of the Surviving Corporation shall continue under the name Citizens Charitable Foundation.

**THIRD:** The place in the State of Rhode Island where the principal office of the Surviving Corporation is to be located is the City of Providence, in Providence County.

**FOURTH:** The current Directors of Citizens shall continue as Directors of the Surviving Corporation until their successors are elected and qualify. The following persons are the current Directors of Citizens:

Heather Campion  
Group Executive Vice President  
Citizens Financial Group  
28 State Street  
Boston, MA 02109

Thomas Hollister  
Vice Chairman – Citizens Financial Group  
President & CEO - Charter One Bank  
71 South Wacker Drive  
IH2995  
Chicago, IL 60606

Blake Jordan  
Director of Corporate Giving  
Citizens Financial Group  
28 State Street  
Boston, MA 02109

Robert Mahoney  
Vice Chairman  
Citizens Financial Group  
28 State Street  
Boston, MA 02109

Stephen Steinour  
Vice Chairman  
Citizens Financial Group  
2001 Market Street, Suite 600  
Philadelphia, PA 19103

**FIFTH:** The current Officers of Citizens shall continue as officers of the Surviving Corporation until their successors are elected and qualify. The following persons are the current Officers of Citizens:

President: Blake Jordan  
Director of Corporate Giving  
Citizens Financial Group  
28 State Street  
Boston, MA 02109

Treasurer: Robert Mahoney  
Vice Chairman

Citizens Financial Group  
28 State Street  
Boston, MA 02109

Secretary: Heather Campion  
Group Executive Vice President  
Citizens Financial Group  
28 State Street  
Boston, MA 02109

**SIXTH:** The Articles of Incorporation of Citizens without any changes shall be the Articles of Incorporation of the Surviving Corporation.

**SEVENTH:** The By-Laws of Citizens without any changes shall be the Code of Regulations of the Surviving Corporation for its governance, the conduct of its affairs, and the management of its property.

**EIGHTH:** The name and address of the statutory agent in the State of Ohio upon whom any process, notice, or demand against the Surviving Corporation may be served is:

Carrie Carpenter  
Vice President of Public Affairs  
Charter One Bank  
1215 Superior Avenue  
Cleveland, OH 44114

**NINTH:** The merger shall be effective as of December 31, 2005.

**TENTH:** This Agreement and Plan shall be submitted to the Directors and the Members of Charter One and the Directors and Member of Citizens for approval as provided by law. After such adoption and approval and subject to the conditions contained in this Agreement, a Certificate of Merger shall be executed and delivered to the Secretary of State of the State of Ohio for filing in accordance with the applicable provisions of the Ohio Nonprofit Corporation Law and Articles of Merger shall be executed and delivered to the Secretary of State of the State of Rhode Island for filing in accordance with the applicable provisions of the Rhode Island Nonprofit Corporation Act.

**ELEVENTH:** The Board of Directors of either of the Constituent Corporations may, at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Ohio or the Articles of Merger with the Secretary of State of the State of Rhode Island, abandon this Agreement and Plan. The Constituent Corporations, any of their Directors, Members, or agents shall not be held liable for any alleged damages, whether arising in contract or otherwise, resulting from the unilateral decision to abandon this Agreement and Plan by the Board of Directors of either of the Constituent Corporations.

Exhibit 2

CITIZENS CHARITABLE FOUNDATION

The agreement and plan of merger was adopted by Citizens Charitable Foundation by a consent in writing signed by all members entitled to vote with respect thereto on the 2<sup>nd</sup> day of November 2005.

Dated: November 2, 2005

Citizens Charitable Foundation

By:

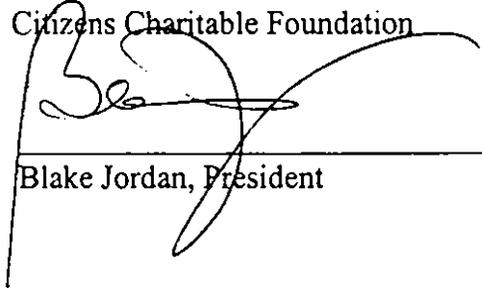
  
\_\_\_\_\_  
Blake Jordan, President

Exhibit 3

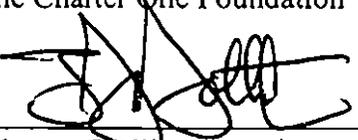
THE CHARTER ONE FOUNDATION

The agreement and plan of merger was adopted by The Charter One Foundation by a consent in writing signed by all members entitled to vote with respect thereto on the 2<sup>nd</sup> day of November 2005.

Dated: November 2, 2005

The Charter One Foundation

By:

  
\_\_\_\_\_  
Thomas Hollister.