

AGREEMENT OF MERGER

MERGING

ELMWOOD PUBLIC LIBRARY ASSOCIATION  
(a Rhode Island corporation)

INTO

KNIGHT MEMORIAL LIBRARY ASSOCIATION  
(a Rhode Island corporation)

AGREEMENT OF MERGER, dated this *16<sup>th</sup>* day of *February*, 1971,  
made by and between KNIGHT MEMORIAL LIBRARY ASSOCIATION (herein-  
after sometimes called "Knight"), a corporation organized and  
existing pursuant to Special Act of the General Assembly of the  
State of Rhode Island, and ELMWOOD PUBLIC LIBRARY ASSOCIATION  
(hereinafter sometimes called "Elmwood"), a corporation organized  
and existing under the laws of the State of Rhode Island.

W I T N E S S E T H:

WHEREAS, the Board of Directors of Elmwood and the Board  
of Trustees of Knight deem it advisable and generally to the  
advantage and welfare of said corporations that Knight merge into  
itself Elmwood and, accordingly, that Elmwood should be merged  
into Knight, as authorized by the provisions of Section 7-6-18 of  
the Rhode Island General Laws (1956), under and pursuant to the  
terms and conditions hereinafter set forth; and

WHEREAS, Elmwood, by the unanimous vote of its Board of  
Directors, adopted at a Special Meeting of the Board of Directors  
held on February 16, 1971, authorized the merger of itself into  
Knight, which vote is contained on Exhibit A attached hereto and  
incorporated herein; and

WHEREAS, Knight, by the unanimous vote of its Board of  
Trustees, adopted at a Special Meeting of the Board of Directors

held on Feb. 12, 1971, authorized the merger of Elmwood into itself, which vote is contained on Exhibit B attached hereto and incorporated herein; and

WHEREAS, the laws of the State of Rhode Island (Section 7-6-18 of the Rhode Island General Laws of 1956) authorize the merger of nonbusiness corporations incorporated under said laws of Rhode Island;

NOW, THEREFORE, in consideration of the mutual agreements, provisions, covenants and grants herein contained, the corporations, parties to this agreement, by and between their respective Board of Directors and Board of Trustees, have agreed and do hereby agree each with the other that Knight merge into itself Elmwood and, accordingly, that Elmwood shall be merged into Knight pursuant to the provisions of Section 7-6-18 of the Rhode Island General Laws of 1956 and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect. as follows:

#### ARTICLE I

##### Merger

The merger provided herein shall become effective as soon as all the following events shall have happened, viz.,

(a) this agreement and the merger provided herein shall have been approved by the Administrator of Charitable Trusts of the State of Rhode Island in accordance with the requirements of the laws of Rhode Island, and the fact shall have been certified hereon by the affixing of the certificate of said Administrator; and

(b) this agreement, so certified, shall have been filed with the Secretary of State of Rhode Island, all as required by the provisions of Section 7-6-18 of the Rhode Island General Laws of 1956.

The single corporation which shall so survive the merger is hereinafter sometimes called the "Surviving Corporation";

Elmwood and Knight are hereinafter sometimes called the "Constituent Corporations"; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger". For all accounting purposes, the merger shall be deemed to be effective as of January 1, 1971.

## ARTICLE II

### Name and Purposes of Surviving Corporation

The name of the Surviving Corporation shall be Knight Memorial Library Association. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Association of Knight on the effective date of the merger.

## ARTICLE III

### Articles of Association of Surviving Corporation

On the effective date of the merger, the Articles of Association of Knight, which Articles of Association are set forth in Exhibit C hereto, which is made a part hereof with the same force and effect as if herein set forth in full, shall be the Articles of Association of the Surviving Corporation until further amended as provided by law.

## ARTICLE IV

### By-laws of Surviving Corporation

On the effective date of the merger, the By-laws of Knight shall be the By-laws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-laws shall be adopted in accordance with the provisions thereof.

## ARTICLE V

### Trustees and Officers of Surviving Corporation

The Board of Trustees of the Surviving Corporation shall

initially consist of one trustee, who shall hold office until the next annual meeting of the members of the Surviving Corporation and until his successor shall have been duly elected and shall have qualified or until the earlier of his death, resignation or removal. The name and address of such trustee is as follows:

<u>Name</u>	<u>City and Town of Residence and Home Post Office Address</u>
Rhode Island Hospital Trust National Bank	111 Westminster Street Providence, Rhode Island

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified, or until the earlier of his death, resignation or removal, and their respective offices, places of residence and addresses are as follows:

President	- Fred E. O'Brien	Rhode Island Hospital Trust	National Bank
Vice President	- Nathaniel M. Vose, Jr.	"	"
Secretary	- Robert C. Gibbs	"	"
Treasurer	- Martin T. Pinson	"	"

The Surviving Corporation may have such other officers as shall be provided for in its By-Laws.

If on the effective date of the merger a vacancy shall exist in the Board of Trustees of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the By-laws of the Surviving Corporation.

#### ARTICLE VI

##### Effect of Merger

On the effective date of the merger, the separate existences

of Knight and Elmwood shall cease and Elmwood shall be merged with and into Knight in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in Section 7-6-18 of the Rhode Island General Laws of 1956. As provided therein, on the effective date of the merger the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporation on whatever account, or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thence forth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation; and provided, further, that any action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment, as if the merger had not taken place or the Surviving Corporation may be substituted in its place.

Elmwood agrees that from time to time, as and when requested by the Surviving Corporation or by its successor or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

#### ARTICLE VII

##### Right to Amend Articles of Association and Agreement

The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Association, as from time to time amended, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by said Articles of Association, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Association, as from time to time amended, or herein upon any director, officer or any other person are subject to this reservation.

IN WITNESS WHEREOF, KNIGHT MEMORIAL LIBRARY ASSOCIATION and ELMWOOD PUBLIC LIBRARY ASSOCIATION have caused this Agreement to be signed in their respective corporate names by their respective Presidents and their respective Secretaries under the corporate seals of the respective corporations and acknowledged in the manner in which deeds of real estate are required to be acknowledged, all as of the day and year first above written.

Attest:

Robert C. Gibb  
Secretary

Attest:

Marguerite W. Roberts  
Secretary

KNIGHT MEMORIAL LIBRARY ASSOCIATION

By Frank C. Brown  
President

ELMWOOD PUBLIC LIBRARY ASSOCIATION

By Mrs. Louise J. Weed  
President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On the 16th day of February, 1971, before me came  
Fred E. O'Brien and J. Robert C. Gibbs,  
to me known, who, being by me duly sworn, did each for himself  
depone and say: That they are the President and Secretary, respec-  
tively, of Knight Memorial Library Association, the corporation  
described in and which executed the foregoing instrument; that  
they know the seal of said corporation; that the seal affixed to  
said instrument is such corporate seal; that it was so affixed by  
order of the Board of Trustees of said corporation; that they  
signed their names thereto by like order; and that they acknowledge  
the foregoing instrument to be the free act and deed of Knight  
Memorial Library Association.

Alice J. McManus

Notary Public

My Commission Expires

June 30, 1971

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On the 16th day of February, 1971, before me came  
Mrs. Louise L. Weed and Marguerite M. Roberts,  
to me known, who, being by me duly sworn, did each for himself  
depone and say: That they are the President and Secretary, respec-  
tively, of Elmwood Public Library Association, the corporation  
described in and which executed the foregoing instrument; that  
they know the seal of said corporation; that the seal affixed to  
said instrument is such corporate seal; that it was so affixed by  
order of the Board of Directors of said corporation; that they  
signed their names thereto by like order; and that they acknowledge  
the foregoing instrument to be the free act and deed of Elmwood  
Public Library Association.

Alice J. McManus

Notary Public

My Commission Expires

June 30, 1971

EXHIBIT A

Excerpts from the secretary's report of the February 16th meeting of the Board of Directors of the Elmwood Public Library Association:

'Miss Dahlgren moved that the Elmwood Public Library Association merge into the Knight Memorial Library Association, that the President and Secretary of the Board of Directors of the Elmwood Public Library Association be authorized to sign the merger agreement and that the secretary be authorized to cast one ballot for the proposal. Mrs. C. Prescott Knight seconded the motion and it was so voted.'

'Miss Dahlgren moved that the President and Treasurer of the Board of Directors of the Elmwood Public Library Association be authorized to sign all documents necessary to effect the merger and the transfer of property from the Elmwood Public Library Association to the Knight Memorial Library Association. Mrs. C. Prescott Knight seconded the motion and it was so voted.'

I certify that Marguerite M Roberts is secretary, Mrs. Edward L. Weed is President and that Mr. Fred E. O'Brien Jr is Treasurer of the Elmwood Public Library Association.

*Marguerite M. Roberts* -  
Secretary



EXHIBIT B

The following is an excerpt from the minutes of a special meeting of the Knight Memorial Library Association held Friday, February 12, 1971, at 2:15 p.m.

Voted: To ratify the merger of the Elmwood Public Library into the Knight Memorial Library Association and that the president and treasurer be authorized to sign all documents necessary to effect the merger.

I certify that Fred E. O'Brien is president and M. T. Pinson is treasurer of the Knight Memorial Library Association.



R. C. Gibbs  
Secretary

EXHIBIT C

ARTICLES OF ASSOCIATION

of

KNIGHT MEMORIAL LIBRARY ASSOCIATION

SECTION 1. Webster Knight, C. Prescott Knight, Sophie Knight Rousmaniere, Sarah Lippitt Knight, Jessie Cone Knight and Edmund S. Rousmaniere and their associates and successors are hereby created a body politic and corporate by the name of "Knight Memorial Library Association," and shall have power by that name to make contracts, to sue and be sued, and to have and enjoy all the powers and privileges of and be subject to all the duties and liabilities incident to corporations of a similar character.

SECTION 2. The object of this corporation shall be to establish and maintain a public library in the city of Providence and to acquire a building or buildings suitable for the same.

SECTION 3. For the fulfilment of its corporate purposes, it shall be lawful for the said corporation to take, receive and acquire by gift, devise, bequest, purchase or otherwise, and to hold, manage, transmit and convey real and personal estate and the income thereof to such an amount as may in its judgment be necessary not exceeding in the aggregate One Million Dollars (\$1,000,000), which shall be exempt from taxation. The corporation shall be organized and operated exclusively as a public library for literary and educational purposes and no part of its net earnings, if any, shall inure to the benefit of any of its corporators, members or trustees.

SECTION 4. Said corporators and their associates and

successors shall be the members and trustees of said Knight Memorial Library Association. As trustees they and their associates and successors shall have the entire management, control and disposition of the property and affairs of said corporation. They shall have power to make by-laws not inconsistent with the constitution or laws of the United States or of this State fixing the number, qualifications, powers, duties and term of office of the Board of Trustees with power to change such number, qualifications, powers, duties and terms of office from time to time in their discretion; determining the time and place of holding and the manner of calling and conducting meetings of its members and trustees, the manner of electing its trustees and officers, the mode of voting by proxy and containing any other provision whether of the same or different nature for the management of the corporation's property and the regulation and government of its affairs. The members of the Board of Trustees of the corporation for the time being shall be members of the corporation.

SECTION 5. This act shall take effect upon its passage.

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