

Filing Fee \$25.00



☒ Merger
☐ Consolidation

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 North Main Street
Providence, Rhode Island
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE
that the corporation must be in good standing prior to filing

ARTICLES OF MERGER OR CONSOLIDATION OF DOMESTIC CORPORATIONS

(Strike inapplicable words)

FAMILY AIDS CENTER FOR TREATMENT AND SUPPORT, INC.

The name of the (surviving) ~~(new)~~ corporation is FAMILY AIDS CENTER FOR TREATMENT AND SUPPORT, INC.
If name change via merger, please state new name AIDS CARE OCEAN STATE, INC.

Pursuant to the provisions of Section 7-6-46 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging or consolidating them into one of such corporations:

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

Insert Plan of Merger or Consolidation

FILED

MAR 31 1998

By QA #55
201488

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SECRETARY OF STATE
CORPORATIONS DIV.
MAR 31 1 01 PM '98

SECOND: As to each of the undersigned corporations, the Plan of Merger or Consolidation was adopted in the following manner: (Note 1)

The Plan of Merger was adopted by Family Aids Center for Treatment and Support, Inc. and Sunrise Community Housing, Inc. at a meeting of the Board of Directors held on January 29, 1998, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated January 29, 1998

Family Aids Center for Treatment and Support, Inc. (Note 2)

By Marybeth Counts (Note 3)

Its President President or Vice-President

and Charles Greenwood (Note 3)

Its Secretary or Assistant-Secretary

Sunrise Community Housing, Inc. (Note 2)

By Judith Kuzel (Note 3)

Its President President or Vice-President

and John Jones (Note 3)

Its Secretary or Assistant-Secretary

NOTES:

1. As to each of the corporations parties to the merger, insert whichever of the following statements is applicable:

- (a) "The Plan of Merger was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Merger received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
- (b) "The Plan of Merger was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereto."
- (c) "The Plan of Merger 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."

2. Exact corporate names of corporations executing the Articles.

3. Signatures and titles of officers signing for the respective corporations.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated January 29, 1998, between FAMILY AIDS CENTER FOR TREATMENT AND SUPPORT, INC., a Rhode Island non-profit corporation, hereinafter referred to as "FACTS", and SUNRISE COMMUNITY HOUSING, INC., a Rhode Island non-profit corporation, hereinafter referred to as "SUNRISE".

FACTS is a non-profit corporation organized and existing under the laws of the State of Rhode Island, having been incorporated in December 8, 1987. The corporation is governed and managed by a Board of Directors; there are no members having voting rights.

SUNRISE is a non-profit corporation organized and existing under the laws of the State of Rhode Island, having been incorporated in May 30, 1989. The corporation is governed and managed by a Board of Directors; there are no members having voting rights.

The Board of Directors of FACTS and SUNRISE deem it desirable and in the best interests of the corporations that SUNRISE be merged into FACTS for the purpose of more accurately defining the business transactions and social goals of the two corporations, simplifying record keeping, directors, personnel, and management, and the two corporations, respectively, desire that they so merge under and pursuant to the laws of Rhode Island.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. As soon as all the following events shall have happened, viz.,

(a) This Agreement shall have been adopted and approved by the vote of the Board of Directors of FACTS and SUNRISE at separate meetings of the respective Boards, in accordance with the requirements of the laws of Rhode Island, and that fact shall have been certified hereon by the respective Secretaries of each of such Corporations under their respective corporate seals; and

(b) This Agreement, so adopted and certified, shall have been signed, acknowledged and filed with the Rhode Island Secretary of State all as required by the provisions of Section 7-6-43, 45, 46 of the Rhode Island General Laws as amended.

Thereupon, SUNRISE shall have deemed to have merged with and into FACTS which shall survive the merger and which shall have the name provided in Paragraph 2 hereof.

The single corporation which shall so survive the merger is hereinafter called the Surviving Corporation; FACTS and SUNRISE are hereinafter 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".

2. Name and Purposes of Surviving Corporation. The name of the Surviving Corporation shall be AIDS CARE OCEAN STATE, INC. 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 Incorporation of FACTS, as amended, on the effective date of the merger.

3. Act of Incorporation of Surviving Corporation. On the effective date of the merger, the Articles of Incorporation of FACTS as amended to date and as it may be amended by the Amendments to the Articles of Incorporation filed in Rhode Island, shall be the

Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

4. By-Laws of Surviving Corporation. On the effective date of the merger, the By-laws of FACTS, as heretofore amended 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.

5. Directors and Officers of Surviving Corporation. The Board of Directors of the Surviving Corporation shall initially consist of twenty-four (24) Directors, who shall hold office until the Annual Meeting of the shareholders of the Surviving Corporation to be held on April 15, 1998, and until their successors shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such Directors are as follows:

<u>Name</u>	<u>City or Town of Residence and Home Post Office Address</u>
Marybeth Corrente	56 Edgewood Boulevard Cranston, RI 02905
Jason E. Archambault, CPA	11C Babcock Street West Warwick, RI 02893
Sr. Joyce Flowers	239 Oxford Street Providence, RI 02905
Julia Gough	119 Alvin Street Providence, RI 02907
Charles Greenwood	6 Berkley Road East Greenwich, RI 02818
Lynn Peltier	23 Betsey Williams Drive Cranston, RI 02905

Kitty Wineberg	354 Beavertail Road Jamestown, RI 02835
Rev. Raymond Malm St. Michael's Church	239 Oxford Street Providence, RI 02905
Donald J. McGrath Textron, Inc.	40 Westminster Street Providence, RI 02903-2596
Joan Prendergast	77 Namquid Drive Warwick, RI 02888
Lois Tabela	47 Trask Street Providence, RI 02905
Beth Toolan, M.D.	18 Lincoln Street East Greenwich, RI 02818
Judith A. Kinzel RI Rape Crisis Center	300 Richmond Street, Suite 205 Providence, RI 02903
Doris Stearn Donovan	261 President Avenue Providence, RI 02906
John Sousa	154 Worcester Avenue Riverside, RI 02915-3508
Charles Carpenter, M.D. Physician-in-Chief Miriam Hospital	164 Summit Avenue Providence, RI 02906
Sharon Chancellor	980 Boston Neck Road North Kingstown, RI 02852
Tony Diloranzo	58 Walcott Avenue Jamestown, RI 02835
Timothy Flanigan, M.D. Miriam Hospital	164 Summit Avenue Providence, RI 02906
Diana Johnson The Providence Group	900 Turks Head Building Providence, RI 02903

Richard H. LeFebvre	839 North Main Street Providence, RI 02903
Judy Soares, RSM Amos House	415 Friendship Street Providence, RI 02907
W. Lynn McKinney	141 White Horn Drive Kingston, RI 02881
Margaret Smith	110 John Street Providence, RI 02906

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 his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

<u>Name</u>	<u>City or Town of Residence and Home Post Office Address</u>
Marybeth Corrente - President	56 Edgewood Boulevard Cranston, RI 02905
Doris Stearn Donovan - Vice President	261 President Avenue Providence, RI 02906
Jason E. Archambault - Treasurer	11C Babcock Street West Warwick, RI 02893
Margaret Smith - Secretary	110 John Street Providence, RI 02906
Julia Gough - Recording Secretary	119 Alvin Street Providence, RI 02907

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 Directors 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/she 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.

6. Effect of Merger. On the effective date of the merger, FACTS and SUNRISE shall cease to exist separately and SUNRISE shall be merged with and into FACTS in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in Title 7, Chapter 6, Section 47 of the General Laws of Rhode Island, as amended. As provided therein, on the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, 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 Corporation, and all and singular, the rights, powers, duties, and obligations, of each of the Constituent Corporation; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, and all other things 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, whether 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 thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

7. Further Instruments. From time to time, as and when requested by the Surviving Corporation or by its successors, or assigns, SUNRISE 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 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.

8. Principal Offices. The location of the principal office of the Surviving Corporation shall be 18 Parkis Avenue, Providence, Rhode Island.

9. Abandonment of Merger. This Agreement may be terminated and the merger provided for hereby abandoned:

(a) By votes of the Board of Directors respectively of both the Constituent Corporations at any time prior to the effective date of the merger;

(b) By vote of the Board of Directors respectively, of either of the Constituent Corporations at any time prior to the effective date of the merger;

(i) A material breach shall exist with respect to the written representations and warranties made by the other Constituent Corporation in connection with the merger, or

(ii) The other Constituent Corporation, without prior written consent of such Constituent Corporation, shall take any action prohibited by this Agreement, or

(iii) The other Constituent Corporation shall not have furnished such certificates and legal opinions in connection with the merger and matters incidental thereto as it shall have agreed to furnish, or

(iv) If, in the opinion of the Board of Directors, respectively, of such Constituent Corporation, the merger is impracticable; or

(v) If, in the opinion of the Board of Directors, respectively, of such Constituent Corporation, any consent of any third party to the merger is reasonably necessary to prevent a default under any outstanding obligation of either Constituent Corporation, and such consent is not obtainable without penalty; or

(c) In the event of any such termination and abandonment, this agreement shall be void and have no effect, and there shall be no liability on the part of either of the Constituent Corporation or any director or officer of either of such Constituent Corporations in respect thereof.

10. Right of Amendment. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended and any provision contained in this Agreement, in the manner nor or hereafter prescribed by law or by such Articles, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any shareholder, director, officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, FACTS and SUNRISE have caused this Agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries under the seals of the corporations and also by all directors and stockholders, all as of the day and year first above written.

FAMILY AIDS CENTER FOR TREATMENT
AND SUPPORT, INC.

By: Margaret Counts
President and Director

Jean E. Anhornbaum, CPA
Treasurer and Director

SUNRISE COMMUNITY HOUSING, INC.

By: Judith A. Kuzel
President and Director

Michael Quinn
Treasurer and Director

Attest as to both:

[Signature]