

Filing fee: \$50.00

63793✓

ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION

INTO
~~Acquisition Corp.~~

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

See Exhibit A attached hereto

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
200	200	Common		

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on 7/10/91

FOURTH: Time merger to become effective (§7-1.1-69): Upon filing
Dated July 10, 19 91, CC Acquisition Corp.

By Susan K. Whipple
Its President
and Thom W. Whipple
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

Laurie C. Wilkins, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires: 6/25/93

At Providence in said county on the 10th day of July 19 91, before me personally appeared Susan K. Whipple she the President of CC Acquisition Corp., who being by me first duly sworn, declared that she is the President of CC Acquisition Corp., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Laurie C. Wilkins
Notary Public

RECEIVED
SEP 29 1991

SEP 30 10 24 AM '91

Rec'd & Filed SEP 30 1991
AMT 66237

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 11th day of July, 1991, by and between CC Acquisition Corp., a Rhode Island corporation ("Survivor"), and Cedar Crest Nursing Centre, Inc., a Rhode Island corporation ("Cedar Crest").

WHEREAS, Cedar Crest is a wholly-owned subsidiary of Survivor;

WHEREAS, each of the parties hereto deem it advisable and generally to the welfare of said corporations that Cedar Crest merge into Survivor;

WHEREAS, Cedar Crest has an authorized capital of 1,000 shares of common stock, no par value, of which 200 shares are now issued and outstanding;

WHEREAS, Survivor has an authorized capital of 4,000 shares voting common stock, \$1.00 par value, and 4,000 shares of non-voting common stock, \$1.00 par value of which 100 shares of voting stock and 900 shares of non-voting stock are now issued and outstanding.

WHEREAS, the registered office of Survivor in the State of Rhode Island is 1500 Fleet Center, Providence, RI 02903.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, agree as follows:

1. That the Cedar Crest shall be merged into Survivor (the "Surviving Corporation") pursuant to 7-1.1-68.1 of the Rhode Island Business Corporation Act, 1956, as amended and pursuant to the reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. That Survivor shall be the Surviving Corporation, which shall be governed by the laws of the State of Rhode Island and shall have as its purpose as set forth in the Articles of Incorporation of the Surviving Corporation.

3. The Articles of Incorporation of Survivor, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that:

(i) Article First thereof shall be amended to read: "The name of the corporation is "Cedar Crest Nursing Centre, Inc."

4. As of the effective date of the merger, each issued and outstanding share of the common stock of the Cedar Crest shall be cancelled and retired and no new shares of the common stock of the Surviving Corporation shall be issued with respect thereto.

5. Until altered, amended or repealed, the by-laws of Survivor, as in effect on the effective date of the aforementioned merger, shall be the by-laws of the Surviving Corporation.

6. The officers and directors of Survivor, on the date of the merger, shall be the officers and directors of the Surviving Corporation.

7. The Survivor shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.

8. The merger shall be effective on upon filing, 1991.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

Cedar Crest Nursing Centre, Inc.

By: Susan K. Whipple
President

CC Acquisition Corp.

By: Susan K. Whipple
Susan K. Whipple, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

September 17, 1991

TO WHOM IT MAY CONCERN:

Re: CEDAR CREST NURSING CENTRE, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of :

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations