



**State of Rhode Island  
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Dissolution**

(Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is VNA Foundation

**ARTICLE II**

A resolution to dissolve the corporation was adopted in the following manner:

**(check one box only)**

The resolution to dissolve the corporation was adopted at a meeting of members held on , at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on 7/29/2021 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

**ARTICLE III**

All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

**ARTICLE IV**

The plan of distribution, if any, adopted by the corporation is as follows:

**[Insert Plan of Distribution]**

*(if no plan of distribution was adopted, so state.)*

VOTED: THAT IN THE JUDGMENT OF THE DIRECTORS OF THE COMPANY, IT IS DEEMED ADVISABLE AND FOR THE BENEFIT OF THE COMPANY THAT IT BE LIQUIDATED AND DISSOLVED.

VOTED: THAT A PLAN OF COMPLETE LIQUIDATION BE, AND IT HEREBY IS, FORMULATED TO EFFECT THE LIQUIDATION AND DISSOLUTION OF THE COMPANY IN ACCORDANCE WITH THE FOLLOWING VOTES, IT BEING THE ACTION OF ALL OF THE DIRECTORS OF THE COMPANY.

VOTED: THAT THE PRESIDENT BE, AND HEREBY IS, AUTHORIZED TO SELL, TRANSFER OR OTHERWISE LIQUIDATE AND DISTRIBUTE ANY AND ALL OF THE PROPERTIES OF THE COMPANY WHICH IN HIS JUDGMENT SHOULD BE SOLD, TRANSFERRED, LIQUIDATED OR DISTRIBUTED TO FACILITATE THE COMPLETE LIQUIDATION AND DISSOLUTION OF THE COMPANY, SUCH DISTRIBUTIONS, AFTER PAYMENT OF ALL EXPENSES, SHALL BE FOR CHARITABLE PURPOSES AS SET FORTH IN THE INSTRUMENT OF TRANSFER BETWEEN THE COMPANY AND THE RHODE ISLAND FOUNDATION OR AS OTHERWISE AUTHORIZED BY THE ATTORNEY GENERAL OR AS ORDER BY THE SUPERIOR COURT.

VOTED: THAT THE PROPER OFFICERS OF THE COMPANY BE, AND HEREBY ARE, INDIVIDUALLY, AUTHORIZED AND DIRECTED TO FILE WITH THE SECRETARY OF STATE OF RHODE ISLAND ARTICLES OF DISSOLUTION AND ALL OTHER DOCUMENTS,

CERTIFICATES AND INSTRUMENTS REQUIRED UNDER THE LAWS OF THE STATE OF RHODE ISLAND AND TO FILE FINAL TAX RETURNS WITH THE INTERNAL REVENUE SERVICE AND RHODE ISLAND TAX AUTHORITIES AND ANY AND ALL OTHER RETURNS AS MAY BE REQUIRED BY ANY RELEVANT TAXING AUTHORITY TO REFLECT THE WINDING-UP, LIQUIDATION AND DISSOLUTION OF THE COMPANY.

VOTED: THAT THE ACTIONS PROVIDED FOR IN THE FOREGOING RESOLUTIONS PROVIDING FOR THE COMPLETE LIQUIDATION AND DISTRIBUTION OF THE COMPANY BE COMMENCED AS SOON AS PRACTICABLE AND THAT SUCH ASSETS BE DISTRIBUTED AND THE DISSOLUTION OF THE COMPANY BE COMPLETED AS SOON AS PRACTICABLE.

VOTED: THAT THE PROPER OFFICERS OF THE COMPANY BE, AND HEREBY ARE, INDIVIDUALLY, AUTHORIZED AND DIRECTED TO PAY ALL SUCH FEES AND TAXES AND TO DO OR CAUSE TO BE DONE SUCH OTHER ACTS OR THINGS AS THEY INDIVIDUALLY DEEM NECESSARY OR PROPER IN ORDER TO CARRY OUT THE LIQUIDATION AND DISSOLUTION OF THE COMPANY AND TO EFFECT FULLY THE PURPOSES OF THE FOREGOING RESOLUTIONS.

VOTED: THAT THE COMPANY DOES HEREBY RATIFY, AUTHORIZE, ADOPT, CONFIRM AND APPROVE ANY AND ALL PRIOR ACTIONS TAKEN OR CAUSED TO BE TAKEN BY THE DIRECTORS OR ANY OFFICER OF THE COMPANY IN CONNECTION WITH AND/OR IN FURTHERANCE OF THE FOREGOING RESOLUTIONS AT ANY TIME PRIOR TO THE DATE HEREOF AS FULLY AND COMPLETELY AS IF TAKEN ON OR AFTER THE DATE HEREOF.

#### ARTICLE V

All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.

#### ARTICLE VI

There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgement, order or decree, which may be entered against it.

**Signed this 24 Day of September, 2021 at 10:34:10 AM.** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

VNA Foundation

Corporate Name

By ARTHUR SCHACHT

President or  Vice President (check one)

**AND**

By E. COLBY CAMERON

Secretary or  Assistant Secretary (check one)

Form No. 203  
Revised 09/07

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State of Rhode Island  
**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,  
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:

September 24, 2021 10:32 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

