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State of Rhode Island

Department of State - Business Services Division

Application for Articles of MergerDOMESTIC or FOREIGN Business Corporation, Limited Partnership,
Limited Liability Company or Non-Profit Corporation**STAMP**FOR
SECRETARY OF STATE
USE ONLY

→ Business Corporation Filing Fee: \$100.00

→ Limited Liability Company Fee: \$100.00

→ Limited Partnership Fee: \$50.00

→ Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title Z, the undersigned entities submit the following Articles of
Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:**SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

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:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE under which entity is organized
28571	Ocean State Soccer School, Inc.	non-profit corporation	RI
27801	North Kingstown Soccer Association, Inc.	non-profit corporation	RI

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

Ocean State North Kingstown United, Inc.

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. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

Ocean State North Kingstown United, Inc.

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:

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED STAMP

DEC 30 2021

148 SMS
Form 610- Revised 08-2020

g. Date when these Articles of Merger or Consolidation will be effective CHECK ONE BOX ONLY
☒ Date received (Upon filing)
☐ Later effective date (see instructions) _____
SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.
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 RIGL Chapter 7-1.2.
b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]
c. 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) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing).
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.
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.
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.
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.
c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]

SECTION VI: 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.

Type or Print Entity Name

Ocean State Soccer School, Inc.

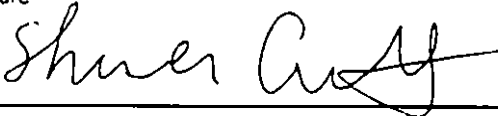
Type or Print Name of Person Signing

Shannon Cuthill

Title of Person Signing

President

Signature



Date

12/29/21

Type or Print Name of Person Signing

Shannon Cuthill

Title of Person of Signing

Secretary

Signature



Date

12/29/21

Type or Print Entity Name

North Kingstown Soccer Association, Inc.

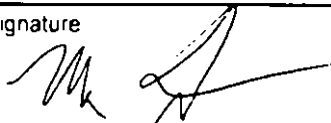
Type or Print Name of Person Signing

Thomas Taylor

Title of Person Signing

President

Signature



Date

12/29/21

Type or Print Name of Person Signing

Thomas Taylor

Title of Person Signing

Secretary

Signature



Date

12/29/21

PLAN OF MERGER

Ocean State Soccer School, Inc., a Rhode Island non-profit corporation ("Ocean State"), and the North Kingstown Soccer Association, Inc., a Rhode Island non-profit corporation ("NKSA"), intend to effect a merger in accordance with an Agreement and Plan of Merger (the "Agreement"), as summarized below, a copy of which is on file with the Surviving Corporation.

WITNESSETH:

WHEREAS, Ocean State is a Rhode Island non-profit corporation organized and existing within the State of Rhode Island having been incorporated on August 19, 1983; and

WHEREAS, NKSA is a Rhode Island non-profit corporation organized and existing in the State of Rhode Island having been incorporated on June 6, 1974; and

WHEREAS, in accordance with Section 7-6-45 of Chapter 7, Title 7-6 of the Rhode Island General Laws (hereinafter referred to as the "Rhode Island Nonprofit Corporation Act"), each of the Boards of Directors of Ocean State and NKSA, respectively, adopted a resolution approving the Agreement.

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.** NKSA shall each be merged with and into Ocean State with Ocean State being the surviving corporation in the merger. The effective date of the contemplated merger shall be the date upon which the Articles of Merger are filed with and accepted by the Rhode Island Secretary of State (the "Effective Date"). On and after the Effective Date of the contemplated merger:

(a) Ocean State shall be the Surviving Corporation (the "Surviving Corporation") and shall exist as a domestic Rhode Island non-profit corporation under the Rhode Island Nonprofit Corporation Act.

(b) On the Effective Date, the separate corporate existence of NKSA shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises, of a public and private nature, and be subject to all the restrictions, liabilities and duties of NKSA; and all and singular, the rights, privileges, powers and franchises of NKSA, respectively, and all of their respective properties, real, personal and mixed, and all debts due to each of them on whatever account, and all choses in action, and all and every other interest of or belonging to NKSA shall be vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, of NKSA shall not revert or become in any way impaired by reason of the merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of NKSA; and any claim existing or action or proceeding pending by or against any of the merged corporations may be prosecuted as if the merger had not

taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any corporation is impaired by the merger.

2. **Articles of Incorporation; Bylaws.** The Articles of Incorporation of Ocean State, shall be amended as set forth in Exhibit A (the "Articles"), attached hereto, which amended Articles shall be the Articles of the Surviving Corporation. The Amended and Restated Bylaws of Ocean State, as set forth in Exhibit B to the Agreement (the "Bylaws"), shall be the bylaws of the Surviving Corporation upon the Effective Date of the merger.

3. **Members.** The Surviving Corporation shall have members as set forth in the Bylaws.

4. **Name of Surviving Corporation.** The name of the Surviving Corporation shall be Ocean State North Kingstown United, Inc.

5. **Directors and Officers of Surviving Corporation.** The names of the directors of the Surviving Corporation and their class, group and term of office are set forth in Exhibit C to the Agreement. The names of the officers of the Surviving Corporation are set forth in Exhibit C to the Agreement.

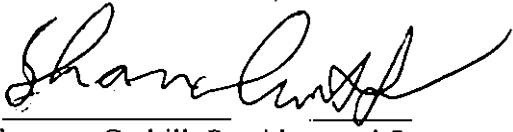
6. **Tax Qualification.** The parties intend that the Surviving Corporation continue to be tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the directors or appropriate officers of the Surviving Corporation are empowered and authorized to file any necessary applications and make such amendments to the Articles of the Surviving Corporation and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status.

7. **Property Rights.** No officer or director of the Surviving Corporation shall have any rights or claims to the property of Surviving Corporation by virtue of such position. No member, officer or director of any of the constituent corporations shall have any rights or claims to the property of Surviving Corporation by virtue of such position.

8. **Authorization/Further Assurances.** If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or confirm of record or otherwise, in the Surviving Corporation, the title to any property of NKSA, the appropriate officers and directors of the Surviving Corporation and/or NKSA are fully authorized to execute and deliver any and all proper instruments and documents and to do all things necessary and proper in the name of any of the constituent corporations to vest, perfect or confirm title to any property in the Surviving Corporation and otherwise carry of the purposes of this plan and the Agreement, including without limitation to the preparation and filing of the Articles and any restatement of the Articles of Incorporation of the Surviving Corporation with the State of Rhode Island.

IN WITNESS WHEREOF, the parties have executed or caused to be executed this Plan of Merger as of the date first above written.

Ocean State Soccer School, Inc.

By: 
Shannon Cuthill, President and Secretary

North Kingstown Soccer Association, Inc.

By: 
Thomas Taylor, President and Secretary



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:

December 30, 2021 11:41 AM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

