



State of Rhode Island

Department of State - Business Services Division

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Partnership, Limited Liability Company or Non-Profit Corporation

RECEIVED
R.I. DEPT. OF STATE
US SVCS DIV.

2023 MAR 31 PM 1:55

→ Business Corporation Filing Fee: \$100.00

→ Limited Liability Company Fee: \$100.00

→ Partnership Fee: \$50.00

→ Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title 7, 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, 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
40913	Navigant Credit Union	Credit Union, nonprofit	Rhode Island
	Woodlawn Federal Credit Union	Credit Union, nonprofit	Federal

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:

Navigant Credit Union

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:

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

W3 FILED/SS
MAR 31 2023
BY 9H4RTJ

g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY	
<input type="checkbox"/> Date received (Upon filing)	12:01 a.m. April 1, 2023
<input checked="" type="checkbox"/> 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 by emailing tax.collections@tax.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: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.	
a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]	
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 by emailing tax.collections@tax.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

Navigant Credit Union

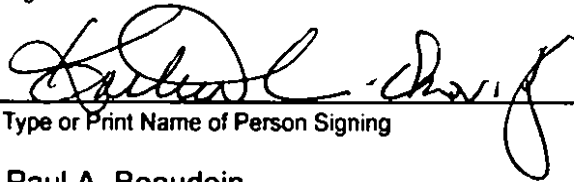
Type or Print Name of Person Signing

Kathleen C. Orovitz

Title of Person Signing

President

Signature



Date

March 31, 2023
~~April __, 2023~~

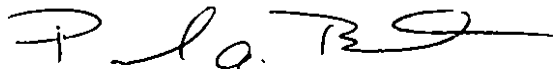
Type or Print Name of Person Signing

Paul A. Beaudoin

Title of Person of Signing

Secretary

Signature



Date

March 31, 2023
~~April __, 2023~~

Type or Print Entity Name

Woodlawn Federal Credit Union

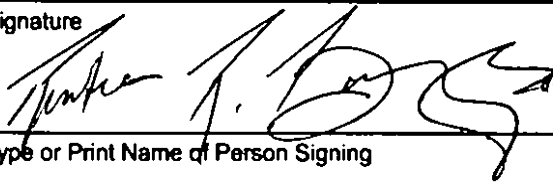
Type or Print Name of Person Signing

Rufus R. Bailey, Jr.

Title of Person Signing

President

Signature



Date

March 31, 2023
~~April __, 2023~~

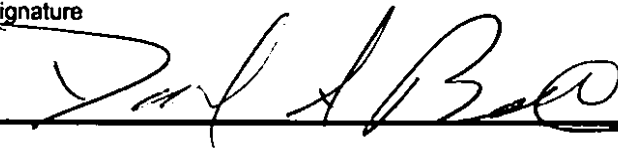
Type or Print Name of Person Signing

Donald L. Begin

Title of Person Signing

Secretary

Signature



Date

3/31/2023
April __, 2023



State of Rhode Island
Department of Business Regulation



DIVISION OF BANKING

CERTIFICATE OF MERGER

Pursuant to Rhode Island General Laws § 19-5-24

We, Rufus R. Bailey, Jr., President and Donald L. Begin, Secretary, of
Woodlawn Federal Credit Union, and Kathleen C. Orovitz, President and
(Name of Merging Credit Union)
Paul A. Beaudoin, Secretary, of Navigant Credit Union hereby
(Name of Surviving Credit Union)

certify that all of the meetings referred to below were held in accordance with proper notices which stipulated the purpose of the meetings, and attest to the following for the respective credit union:

(a) Date, time and place of the meetings of the respective boards of directors:

	<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
1. Date, Time	<u>February 13, 2023</u>	<u>February 15, 2023</u>
2. Place	<u>744 Main Street</u> <u>Pawtucket, RI 02860</u>	<u>By Unanimous Written Consent</u>

(b) Results of the vote on the plan of merger by the respective boards of directors:

	<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
For Merger	<u>3</u>	<u>11</u>
Against Merger	<u>0</u>	<u>0</u>
Abstentions	<u>0</u>	<u>0</u>

(c) Attached to and made a part of this certificate are copies of exhibits which contain the resolutions or actions by which the plan of merger was agreed upon by the respective boards of directors.

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
See Exhibit (A)	See Exhibit (B)

Secretary of State Original

(d) Date, time and place of the meetings of the members of the respective credit unions (If applicable):

	<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
1. Date, Time	<u>Not Applicable</u>	<u>Not Applicable</u>
2. Place	<u></u>	<u></u>

(e) Results of the vote on the plan of merger by the members of the respective credit unions:

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
For Merger <u> </u>	For Merger <u> </u>
Against Merger <u> </u>	Against Merger <u> </u>
Abstentions <u> </u>	Abstentions <u> </u>

(f) Form of Vote (place a "/" to indicate form of vote):

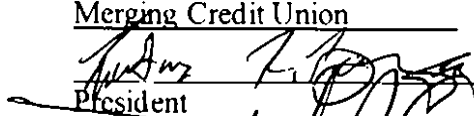
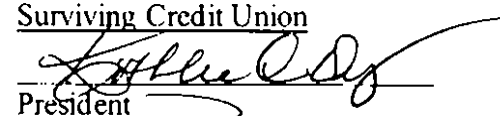
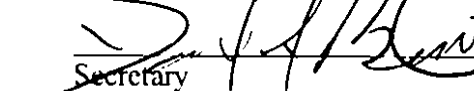
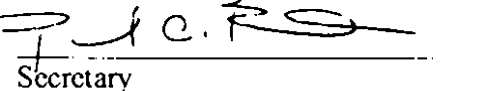
(i) Meeting vote of 2/3 of the members present at a meeting of the members called for that purpose:

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
()	()

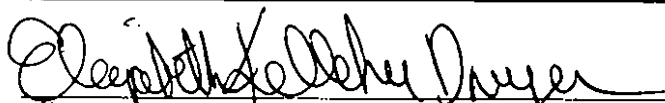
(ii) Written vote of 2/3 of the members voting, with the number of the members voting equal to the number of the members needed for a quorum:

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
()	()

We further certify in behalf of the respective credit unions that all the other requirements of the law providing for such merger have been met and accomplished.

<u>Merging Credit Union</u>	<u>Surviving Credit Union</u>
 President	 President
 Secretary	 Secretary

Approved:


Elizabeth Kelleher Dwyer, Superintendent
Rhode Island Department of Business Regulation

Effective Date: 3/27/2013

EXHIBIT A

Resolutions of Merging Credit Union

Resolutions Adopted by the Board of Directors of Woodlawn Federal Credit Union
At its February 13, 2023 Meeting

- Resolved: That the merger of the Woodlawn Federal Credit Union (the "Credit Union") into Navigant Credit Union (the "Continuing Credit Union") (the "Merger") be and it hereby is approved.
- Resolved: That the Agreement to Merge (the "Agreement to Merge"), substantially in the form presented to the Board of Directors, be and it hereby is approved.
- Resolved: That the merger be completed substantially in accordance with the form of the Merger Plan ("Merger Plan") developed by the management of the Credit Union and the Continuing Credit Union in accordance with the terms and conditions established in the Agreement to Merge and the Regulations of the Rhode Island Department of Business Regulation ("DBR") and presented to the Board of Directors, as the same may be amended or supplemented with the approval of the Authorized Officers in accordance with the authority set forth below and such Merger Plan be and it hereby is approved.
- Resolved: That the Credit Union join with the Continuing Credit Union in filing a Request for Approval of Merger as required by the Regulations of the DBR (the "DBR Application") and an application to the National Credit Union Administration (the "NCUA") in accordance with its regulations (the "NCUA Application"), seeking approval of the Merger, each to be in such form as an Authorized Officer deems necessary and in the best interests of the Credit Union.
- Resolved: That the Authorized Officers named below, each acting alone, be and each such officer hereby is, authorized and directed on behalf of the Credit Union to execute and deliver the Agreement to Merge, the Merger Plan, the DBR Application, the NCUA Application, a Certificate of Merger in the form required by DBR, a Merger Agreement in the form required by the NCUA regulations, and Articles of Merger as required by the Secretary of State of the State of Rhode Island, all with such changes as any such officer deems necessary and appropriate (the necessity or propriety of such changes to be conclusively evidenced by the execution and delivery thereof).
- Resolved: That, unless the need for a Member approval of the Merger is waived by the NCUA as determined by any of the Authorized Officers, the Merger be presented to the Members of the Credit Union for their approval, and if there be need for the same, (i) that the Authorized Officers, acting alone, be and each such officer hereby is authorized and directed on behalf of the Credit Union to issue a Notice of Special Meeting of the Members (the "Notice of Meeting") to each Member of the Credit Union who is a Member of record of the Credit Union as of the applicable date required by the regulations of the NCUA, to consider and approve the Merger, the date of such meeting to be chosen by the Chairperson in accordance with the By-Laws of the Credit Union and the requirements the NCUA, and (ii) that the Notice of Meeting and any attachments, and the conduct of such meeting, shall comply with the provisions of the By-Laws of the Credit Union and the requirements of the NCUA.
- Resolved: That any officer of the Credit Union, acting alone, be and each hereby is authorized and directed on behalf of the Credit Union (each, acting individually, an "Authorized Officer") to execute and deliver all documents and take all actions as aforesaid and to

execute and deliver all other documents, and to take all other actions, as may be reasonably necessary to obtain the consent of the NCUA and the DBR to the Merger, and to otherwise consummate the Merger, the execution and delivery thereof and the actions so taken to be conclusive evidence of such necessity and the authority and approval of the Authorized Officer executing, delivering and/or undertaking the same.

Without limiting the generality of the foregoing resolutions, in order to fulfill the requirements of the NCUA, the following resolutions are hereby adopted:

Resolved: The Board of Directors believes our credit union should merge with Navigant Credit Union (continuing credit union). The continuing credit union will assume the shares and liabilities of our credit union. Our credit union will transfer to the continuing credit union all of our assets, rights, and property. All members of our credit union will receive shares in the continuing credit union, which will stay in business under its present charter.

The Board Presiding Officer and Secretary of this credit union, are authorized to:

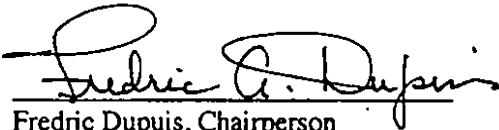
- Seek National Credit Union Administration Regional Director approval of the merger.
- Execute and deliver the Merger Agreement in the form required by NCUA regulations on the effective date of the merger.
- Execute all agreements and other papers required to complete the merger.

[Certification on following page]

The undersigned hereby certify that the above resolutions were approved by vote of the members of the Board of Directors of Woodlawn Federal Credit Union at a meeting duly called and held in accordance with the bylaws thereof on February 13, 2023, at which meeting a quorum was present and voted.

Board Presiding Officer

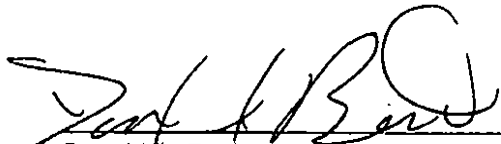
Date


Fredric Dupuis, Chairperson

2/13/23

Secretary

Date


Donald L. Begin, Secretary

2/13/23

EXHIBIT B

Resolutions of Surviving Credit Union

**RESOLUTIONS OF BOARD OF DIRECTORS OF
NAVIGANT CREDIT UNION**

WHEREAS, Woodlawn Federal Credit Union ("Merging Credit Union") desires to merge with and into Navigant Credit Union (the "Credit Union") as more particularly described in that certain form of Agreement to Merge presented to the Board of Directors of Navigant Credit Union (the "Merger Agreement"), as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger"); and

WHEREAS, subject to the fulfillment of the conditions of the letter dated January 4, 2023, from the National Credit Union Administration ("NCUA") to Ms. Kashmanian (the "NCUA Letter"), the Board of Directors of the Credit Union believes that it is in the best interest of the Credit Union for Woodlawn Federal Credit Union to merge with and into the Credit Union substantially in accordance with and subject to the terms and conditions of the Merger Agreement and the NCUA Letter; and

WHEREAS, the Board of Directors of the Credit Union desires that the merger be completed substantially in accordance with the form of "Merger Plan" developed by the management of the Credit Union in accordance with the terms and conditions established in the Merger Agreement and presented to the Board of Directors of the Credit Union, as the same may be amended with the approval of the Authorized Officers in accordance with the authority set forth below (the "Merger Plan"); and

WHEREAS, the Board of Directors of the Credit Union desires to adopt certain resolutions in the form required for certification to the National Credit Union Administration ("NCUA") and the Rhode Island Department of Business Regulation - Banking Division ("DBR");

NOW, THEREFORE, BE IT RESOLVED:

That the transactions contemplated by the forms of Merger Agreement and Merger Plan be, and each hereby is, approved,

That the Board Presiding Officer, President & Chief Executive Officer, Senior Executive Vice President & Chief Administrative & Strategy Officer, Executive Vice President & Chief Financial Officer, Treasurer, and Secretary of the Credit Union (each, acting individually, an "Authorized Officer") be, and each hereby is, authorized to make such additions, changes and other amendments to the Merger Agreement and Merger Plan as they deem appropriate and in the best interest of the Credit Union to effectuate the Merger;

That each of the Authorized Officers, acting singly or otherwise as required by law, are authorized to execute and deliver the Merger Agreement and the Merger Plan on behalf of the Credit Union, such authority to be conclusively evidenced by their execution and delivery thereof; and

That each of the Authorized Officers, acting singly, is authorized to undertake on behalf of the Credit Union such actions, and execute and deliver on behalf of the Credit Union all applications, certifications, instruments, agreements, documents, and other papers, as they deem necessary and appropriate to satisfy the terms and conditions of the Merger Agreement and the Merger Plan, including all applications, certifications, instruments, agreements, documents, and other papers that may be required to obtain approval of the Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA.

BE IT FURTHER RESOLVED, that upon the approval of Merger Plan and the transactions contemplated by the Merger Agreement by the Director of the DBR and the NCUA, and the satisfaction of the other conditions to closing set forth in the Merger Agreement, each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized and directed to execute, acknowledge, and deliver on behalf of the Credit Union the instruments, certifications and agreements contemplated by the Merger Agreement to effect the closing of the transactions contemplated thereby; and each of the Authorized Officers, acting singly or otherwise as required by law, are hereby authorized to execute and deliver on behalf of the Credit Union all certifications, instruments, agreements, documents, and other papers which may be required by the DBR and the NCUA, to evidence and consummate the transactions contemplated by the Merger Plan and the Merger Agreement.

BE IT FURTHER RESOLVED, that upon receipt of all regulatory approvals and the closing of the transactions contemplated by the Merger Agreement as aforesaid, the persons and entities who are members of the Merging Credit Union shall, without further action on the part of such persons and entities, become members of the Credit Union.

Without limiting the generality of the foregoing resolutions, in order to fulfill the requirements of the NCUA, the following resolutions are hereby adopted:

BE IT FURTHER RESOLVED, that: The Board of Directors believes Navigant Credit Union should merge with Woodlawn Federal Credit Union. Our credit union will assume the Merging Credit Union's shares and liabilities. The Merging Credit Union will transfer to our credit union all of its assets, rights, and property. All members of the Merging Credit Union will receive shares in our credit union, which will stay in business under its present charter.

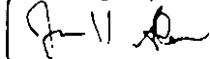
[Certification on following page]

The undersigned hereby certify that the above resolutions were approved by a unanimous vote taken electronically.

Board Presiding Officer

Date

DocuSigned by:



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James K. Salome

02/15/2023

Secretary

Date

DocuSigned by:



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Paul A. Beaudoin

02/15/2023