



State of Rhode Island
Department of State - Business Services Division

REC'D RIDOS-BSD
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Application for Articles of Merger

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

- 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
000028126	Greenwich Bay Sail and Power Squadron, Inc.	nonprofit corporation	R.I.
000026282	Narragansett Bay Power Squadron	nonprofit corporation	R.I.
000027609	Newport Sail and Power Squadron, Inc.	nonprofit corporation	R.I.
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: Greenwich Bay Sail and Power Squadron, 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: Narragansett Bay Sail and Power Squadron			
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: n/a			

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 12:33pm

APR 09 2024

BY LYAXO LS

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 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

Greenwich Bay Sail and Power Squadron, Inc.

Type or Print Name of Person Signing

David W. Carter

Title of Person Signing

President

Signature



Date

Type or Print Name of Person Signing

Thomas S. Hemmendinger

Title of Person of Signing

Secretary

Signature



Date

Type or Print Entity Name

Narragansett Bay Power Squadron

Type or Print Name of Person Signing

Denis E. Moonan

Title of Person Signing

President

Signature



Date

Type or Print Name of Person Signing

Elke F. Moonan

Title of Person Signing

Treasurer

Signature



Date

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

Newport Sail and Power Squadron, Inc.

Type or Print Name of Person Signing

Lawrence H. Cohen

Title of Person Signing

President

Signature

Lawrence H. Cohen

Date

3/24/2024

Type or Print Name of Person Signing

Marcia Cohen

Title of Person of Signing

Vice President

Signature

Marcia Cohen

Date

3/24/2024

Type or Print Entity Name

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN OF MERGER

This Plan of Merger (this “Plan”) is made as of March 23, 2024 by GREENWICH BAY SAIL AND POWER SQUADRON, INC. (“Greenwich Bay”), a Rhode Island nonprofit corporation, NARRAGANSETT BAY POWER SQUADRON (“Narragansett”), a Rhode Island nonprofit corporation, and NEWPORT SAIL AND POWER SQUADRON, INC. (“Newport”), a Rhode Island nonprofit corporation. This Plan also refers to Greenwich Bay, Narragansett, and Newport individually as a “Squadron” and collectively as the “Squadrons.”

WHEREAS, the Squadrons desire to merge into each other (the “Merger”) on the terms and conditions of this Plan; and

WHEREAS, the members and board of directors of each Squadron have approved and adopted this Plan;

NOW, THEREFORE, the Squadrons hereby covenant and agree as follows:

1. Merger.

(a) Promptly after each Squadron adopts this Plan, the Squadrons shall file Articles of Merger with the Rhode Island Secretary of State. The Articles become effective on the day of filing and the merger becomes effective when the Secretary of State issues a certificate of merger (the “Effective Date”).

(b) On the Effective Date, Narragansett Bay and Newport shall be merged into Greenwich Bay, which shall be the surviving corporation according to the Rhode Island Nonprofit Corporation Act, and the surviving corporation shall change its name to NARRAGANSETT BAY SAIL AND POWER SQUADRON.

2. Articles of Organization and By-Laws. The Articles of Incorporation of Greenwich Bay and the By-Laws of Greenwich Bay on the Effective Date shall remain the Articles of Organization and the By-Laws of the surviving corporation, except for the name change noted above.

3. Directors and Officers. Not later than one month after the Effective Date, the surviving corporation shall hold new elections for its directors and officers, with candidates nominated by a nominations committee made up of one member of each Squadron. The nominations shall be such that the members of each original Squadron are fairly represented among the directors and officers.

4. Assets and Liabilities. Before the Effective Date, each Squadron shall disclose its membership, assets, liabilities, and finances to the other Squadrons.

5. Amendments. The Boards of Directors of the Squadrons may amend this Plan by written agreement at any time before the Effective Date.

IN WITNESS WHEREOF, the Squadrons have signed this Plan of Merger as of the date written above.

Greenwich Bay Sail and
Power Squadron, Inc.

Narragansett Bay Power
Squadron

Newport Sail and Power
Squadron, Inc.

By David W. Carter
David W. Carter
President

By Denis E. Moonan, Jr.
Denis E. Moonan, Jr.
President

By Lawrence H. Cohen
Lawrence H. Cohen
President

GREENWICH BAY SAIL AND POWER SQUADRON,
NARRAGANSETT BAY SAIL AND POWER SQUADRON, AND
NEWPORT SAIL AND POWER SQUADRON, INC.
OMNIBUS CERTIFICATE OF VOTES FOR PLAN OF MERGER
(SECTION III OF ARTICLES OF MERGER)

The undersigned certify as follows as of April 8, 2024:

On March 23, 2024, at a duly called and noticed special meeting of the members of Greenwich Bay Sail and Power Squadron, Inc. ("GBSPS"), at 288 Arnolds Neck Drive, Warwick, Rhode Island, at which a quorum was present, the members of GBSPS voted unanimously to adopt the Plan of Merger that is filed with the Articles of Merger to which this certificate is attached.

David W. Carter, President (TSH w/permission)

David W. Carter, President

On March 23, 2024, at a duly called and noticed special meeting of the members of Narragansett Bay Sail and Power Squadron, Inc. ("NBSPS"), at 288 Arnolds Neck Drive, Warwick, Rhode Island, at which a quorum was present, the members of NBSPS voted unanimously to adopt the Plan of Merger that is filed with the Articles of Merger to which this certificate is attached.

Denis E. Moonan, Jr., President (TSH w/permission)

Denis E. Moonan, Jr., President

On March 23, 2024, at a duly called and noticed special meeting of the members of Newport Sail and Power Squadron, Inc. ("NSPS"), at 288 Arnolds Neck Drive, Warwick, Rhode Island, at which a quorum was present, the members of NSPS voted unanimously to adopt the Plan of Merger that is filed with the Articles of Merger to which this certificate is attached.

Lawrence H. Cohen (TSH with permission)

Lawrence H. Cohen, President



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

April 09, 2024 12:33 PM

A handwritten signature in black ink that reads "Gregg M. Amore". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Gregg M. Amore
Secretary of State

