



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

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

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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, 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
52908	Portsmouth Grange Co-Operative Association~	Non-Profit Corp.	RI
27525	Kickemuit Grange, No.24, Patrons of Husbandry, of Warren	Non-Profit Corp.	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:

Kickemuit Grange, No. 24, Patrons of Husbandry, of Warren

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:

Kickemuit - Portsmouth Grange, No. 24, Patrons of Husbandry, of Warren

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](http://www.sos.ri.gov)

FILED

SEP 13 2024

BY VJ5HW

AA. 12:42pm.

FORM 610 - Revised 01

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](mailto: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](mailto: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](mailto: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

PORTSMOUTH GRANGE CO-OPERATIVE ASSOCIATION

Type or Print Name of Person Signing

Kristen Paulson

Title of Person Signing

Acting President

Signature



Date

9/9/24

Type or Print Name of Person Signing

Mary Petrarca

Title of Person of Signing

Secretary

Signature



Date

9/9/24

Type or Print Entity Name

Kickemuit Grange, No. 24, Patrons of Husbandry, of Warren

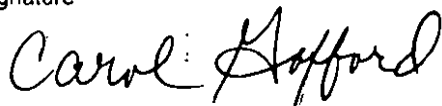
Type or Print Name of Person Signing

Carol Gafford

Title of Person Signing

President

Signature



Date

9/9/24

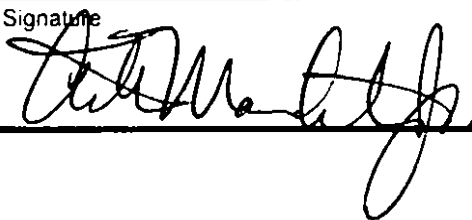
Type or Print Name of Person Signing

Arthur Manchester

Title of Person Signing

Secretary

Signature



Date

9/9/2024

PLAN OF MERGER

BETWEEN

PORTSMOUTH GRANGE CO-OPERATIVE ASSOCIATION

AND

KICKEMUIT GRANGE, NO. 24, PATRONS OF HUSBANDRY, F WARREN

Effective 13<sup>th</sup> of May 2024

Portsmouth Grange Co-Operative Association - ID# 000052908 - (Non- Survivor) will merge with

Kickemuit Grange, No. 24, Patrons of Husbandry, of Warren – ID# 000027525 – (Survivor).

At the time of the merger, the name of the surviving entity will be

Kickemuit – Portsmouth Grange, No. 24, Patrons of Husbandry, of Warren.

Bank account funds in the amount of \$27,672.55 will be transferred from

Portsmouth Grange Co-Operative Association and new bank accounts will be opened under the name

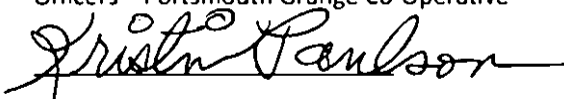
Kickemuit – Portsmouth Grange, No. 24, Patrons of Husbandry, of Warren.

All members of Portsmouth Grange Co-Operative Association and Kickemuit Grange, No. 24, Patrons of Husbandry, of Warren will be made members of

Kickemuit – Portsmouth Grange, No. 24, Patrons of Husbandry, of Warren.

Signed

Officers – Portsmouth Grange Co-Operative

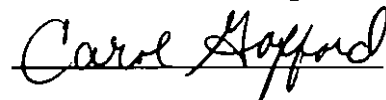


Kristen Paulson – Acting President



Mary Petrarca – Secretary

Officers – Kickemuit Grange, No. 24, Patrons of Husbandry, of Warren



Carol Gafford – President



Arthur Manchester - Secretary