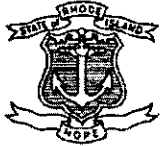


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 SECRETARY OF STATE
 CORPORATIONS DIV

Filing Fee: See Instructions

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
 Division of Business Services
 148 W. River Street
 Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

BANC OF AMERICA COMMUNITY HOLDINGS, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (*check one box only*) for the purpose of merging or consolidating them into one entity.

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:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
<u>Flect Community Development Corporation</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>Banc of America Community Holdings, Inc.</u>	<u>Corporation</u>	<u>Missouri</u>

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

c. The full name of the surviving or new entity is Banc of America Community Holdings, Inc.
 which is to be governed by the laws of the state of Missouri

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. (**Attach Plan of Merger or Consolidation**)

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

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:
315 Montgomery Street, STE Floor 4, San Francisco, CA 94104

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing November 1, 2013

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

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 Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. 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) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- 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 TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- 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.

.....
SECTION V: 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.

Fleet Community Development Corporation

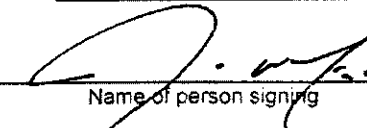
Print Entity Name

By:  _____
Name of person signing James W. Feild, President Title of person signing

By: _____
Name of person signing Title of person signing

Banc of America Community Holdings, Inc.

Print Entity Name

By:  _____
Name of person signing James W. Feild, President Title of person signing

By: _____
Name of person signing Title of person signing

81919



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

ELIZABETH A PRYOR
CARE OF BANK OF AMERICA
225 FRANKLIN ST MA1 225 02 01
BOSTON, MA 02110

LETTER OF GOOD STANDING

It appears from our records that **FLEET COMMUNITY DEVELOPMENT CORPORATION** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **09/26/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb, Chief Revenue Agent
Office Audit and Discovery

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DLN: 0193626001

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2:25

**AGREEMENT AND PLAN OF MERGER
OF
FLEET COMMUNITY DEVELOPMENT CORPORATION
WITH AND INTO
BANC OF AMERICA COMMUNITY HOLDINGS, INC.**

THIS AGREEMENT AND PLAN OF MERGER dated August 2, 2013, made by and between **FLEET COMMUNITY DEVELOPMENT CORPORATION** and **BANC OF AMERICA COMMUNITY HOLDINGS, INC.**, said two business entities being hereinafter sometimes referred to as the Survivor and the Absorbed, respectively, or, together as the Constituent Companies, WITNESSETH THAT:

WHEREAS, the Survivor is a corporation organized and existing under the laws of the State of Missouri with its principal office in the State of North Carolina being located at 101 South Tryon Street, Charlotte, NC 28202; and

WHEREAS, the Absorbed is a corporation organized and existing under the laws of the State of Rhode Island with its principal office in the State of Massachusetts being located at 100 Federal Street, Boston, MA 02110; and

WHEREAS, the Board of Directors of the Survivor and the Board of Directors of the Absorbed have determined that it is advisable that the Absorbed be merged into the Survivor, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the States of Missouri and Rhode Island, which laws permit such merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree that the Absorbed be merged into the Survivor, and that the terms and conditions of such merger, the mode of carrying the same into effect, and the manner and basis of disposing of the shares of the Absorbed shall be as follows:

Section 1. The Absorbed and the Survivor shall be merged into a single corporation, in accordance with the applicable provisions and laws of the States of Missouri and Rhode Island, by the Absorbed merging into the Survivor, which shall be the surviving corporation. The separate existence of the Absorbed shall cease and the existence of the Survivor shall continue unaffected and unimpaired by the merger with all rights, privileges, immunities and powers, and subject to all duties and liabilities of a corporation organized under the General and Business Corporation Law of Missouri and the Rhode Island General Laws.

Section 2.

- a. The Certificate of Incorporation of the Survivor shall continue to be its Certificate of Incorporation following the effective date of the merger, until the same shall be altered or amended.
- b. The Bylaws of the Survivor shall be and remain the Bylaws of the Survivor until altered, amended or repealed.
- c. The Board of Directors and Officers of the Survivor in office on the effective date of the merger shall continue in office and shall constitute the Board of Directors and Officers of the Survivor for the term elected until their respective successors shall be elected or appointed and qualified.

Section 3. On the effective date of the merger:

- a. The Survivor shall possess all the rights, privileges, immunities, powers and franchises as well of a public as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Companies; and all property, real, personal and mixed, including all patents, applications for patents, trademarks, trademark registrations and

applications for registration of trademarks, together with the goodwill of the business in connection with which said patents and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choices in action and all and every other interest of or belonging to or due to each of the Constituent Companies shall be deemed to be transferred to and vested in the Survivor without further act or deed, and the title to any real estate, or any interest therein, vested in either of the Constituent Companies shall not revert or be in any way impaired by reason of the merger.

- b. The Survivor shall be responsible and liable for all the liabilities and obligations of each of the Constituent Companies; and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the merger had not taken place, or the Survivor may be substituted in its place and neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger. The Survivor shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of the Absorbed.
- c. The aggregate amount of the net assets of the Constituent Companies which is available for payments of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by issuance of shares of stock or otherwise, shall continue to be available for payment of dividends.

Section 4. The manner and basis of converting the outstanding ownership interests and/or shares of the capital stock of the Constituent Companies, both being 100% owned by NB Holdings Corporation, is as follows:

- a. Each transferable share of the Absorbed issued and outstanding at the effective date of the merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
- b. The corporation interests of the Survivor that are issued and outstanding immediately prior to the effective time of the merger shall remain issued and outstanding and shall be unaffected by the merger.

Section 5. The Survivor shall pay all expenses of accomplishing the merger.

Section 6. If at any time the Survivor shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the Survivor the title to any property or rights of the Absorbed, or to otherwise carry out the provisions hereof, the Directors of the Absorbed as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights of the Survivor.

Section 7. Each of the Constituent Companies shall take, or cause to be taken, all actions or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Missouri, to consummate and make effective the merger, subject, however, to the appropriate vote or consent of the shareholders and/or Members of each of the Constituent Companies in accordance with the requirements of the applicable provisions of the laws of the States of Missouri and Rhode Island.

Section 8. The effective date of the merger shall be November 1, 2013, provided that upon such date, all acts and things shall have been done as shall be required for accomplishing the merger under the applicable provisions of the laws of the State of Rhode Island.

Section 9. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by actions of the Board of Directors of the Survivor or the Board of Directors of the Absorbed at any time prior to the filing of the Articles of Merger.

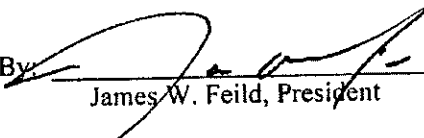
Section 10. The Survivor is governed by the laws of the State of Missouri and hereby agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent corporation or business entity of this state, as well as for enforcement of any obligation of the surviving corporation or business entity arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings.

The Survivor appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of any process shall be mailed by the Secretary of State is 315 Montgomery Street, CA5-704-04-19, San Francisco, CA 94104.

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be an original document and which, when taken together, shall constitute one and the same document.

On this 2nd day of August, 2013.

FLEET COMMUNITY DEVELOPMENT CORPORATION

By: 
James W. Feild, President

BANC OF AMERICA COMMUNITY HOLDINGS, INC.

By: 
James W. Feild, President



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

