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ARTICLES OF MERGER OF DOMESTIC AND FOREIGN NON-PROFIT
CORPORATIONS INTO

THE PRESBYTERY OF SOUTHERN NEW ENGLAND, INC.

Pursuant to the provisions of Section 7-6-18 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
The Presbytery of Southern New England, Inc.	Connecticut
The Trustees of the Presbytery of Providence of the <u>United</u> Presbyterian Church in the U.S.A.	Rhode Island

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is The Presbytery of Southern New England, Inc., formerly known as Presbytery of Connecticut Valley, Inc.

FOURTH: The attached Plan of Merger was approved by the Trustees of the undersigned domestic corporation in the manner prescribed by Section 7-6-13 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby:

- (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the

enforcement of the ^{rights} of a dissenting shareholder of such domestic corporation against the surviving corporation; and (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding.

THE PRESBYTERY OF SOUTHERN
NEW ENGLAND, INC.

By Richard Craig Whitington
Its President

[Signature]
Its Secretary

THE TRUSTEES OF THE PRESBY-
TERY OF PROVIDENCE OF THE
UNITED PRESBYTERIAN CHURCH
IN THE U.S.A.

By Norman E. Gray
Its President

[Signature]
Its Secretary

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

Personally appeared Richard Craig Whitington, being duly sworn,
declared that he is the President of The Presbytery of Southern New
England, Inc., that he signed the foregoing document as such President
of the corporation, and that the statements contained therein are true.

Alice R. Keith
Notary Public

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

Notary Public

PLAN OF MERGER

1. Presbytery of Connecticut Valley, Inc. , a non-stock corporation organized under the laws of Connecticut, and the Trustees of the Presbytery of Providence of the United Presbyterian Church in the U. S. A. , a non-business (non-stock) corporation organized under the laws of Rhode Island will merge and Presbytery of Connecticut Valley, Inc. will be the survivor.
2. The surviving corporation will be known as the Presbytery of Southern New England, Inc.
3. The certificate of incorporation of said surviving corporation will be amended in accordance with the copy of the Amended Certificate of Incorporation attached hereto.
4. Said Amended Certificate of Incorporation shall take effect on the date said merger becomes effective.
5. Within three weeks after said merger becomes effective, the Trustees will be elected pursuant to the procedure designated in said Amended Certificate of Incorporation for such election. Any person, who prior to said election is a Trustee of said surviving corporation and who is not elected to a Trustee position in said election, will quit his position as Trustee of said corporation immediately after said election.
6. Prior to the date said merger takes effect, the members of said Presbytery of Connecticut Valley, Inc. shall successfully vote in accordance with Article IV of the bylaws of said corporation to repeal -- effective the date said merger takes effect -- all provisions in said bylaws that are contrary to said Amended Certificate of Incorporation.

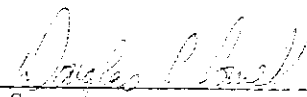
THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE
UNITED PRESBYTERIAN CHURCH IN THE U. S. A.

CERTIFICATE

I, DOUGLAS C. CORNELL hereby certify that I am the Secretary of THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN IN THE U. S. A., that on June 5, , 1977 a special meeting of THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U. S. A., was held; that all trustees of said corporation had notice thereof; that a quorum was present and voting throughout and that the following resolution was unanimously approved:

RESOLVED: That the corporation enter into a plan of Merger (a copy of which is appended hereto) with the Presbytery of Connecticut Valley, Inc. and that the President and Secretary of the corporation be, and they hereby are, authorized and empowered to execute and deliver any and all documents to effectuate said Agreement of Merger.

I further certify that Henry E. Ganz is the President and that DOUGLAS C. CORNELL is the Secretary of THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U. S. A. and that the foregoing resolution has not been modified, amended, or recalled.


Secretary

DATED: OCTOBER 28, 1977

PLAN OF MERGER

1. Presbytery of Connecticut Valley, Inc., a non-stock corporation organized under the laws of Connecticut, and the Trustees of the Presbytery of Providence of the United Presbyterian Church in the U. S. A., a non-business (non-stock) corporation organized under the laws of Rhode Island will merge and Presbytery of Connecticut Valley, Inc. will be the survivor.
2. The surviving corporation will be known as the Presbytery of Southern New England, Inc.
3. The certificate of incorporation of said surviving corporation will be amended in accordance with the copy of the Amended Certificate of Incorporation attached hereto.
4. Said Amended Certificate of Incorporation shall take effect on the date said merger becomes effective.
5. Within three weeks after said merger becomes effective, the Trustees will be elected pursuant to the procedure designated in said Amended Certificate of Incorporation for such election. Any person, who prior to said election is a Trustee of said surviving corporation and who is not elected to a Trustee position in said election, will quit his position as Trustee of said corporation immediately after said election.
6. Prior to the date said merger takes effect, the members of said Presbytery of Connecticut Valley, Inc. shall successfully vote in accordance with Article IV of the bylaws of said corporation to repeal -- effective the date said merger takes effect -- all provisions in said bylaws that are contrary to said Amended Certificate of Incorporation.

CERTIFICATE OF MERGER

1. The name of the surviving corporation is Presbytery of Connecticut Valley, Inc. (The name of this corporation is to be changed by a Certificate Amending and Restating Certificate of Incorporation. Pursuant to said certificate, the name of the surviving corporation will be "The Presbytery of Southern New England, Inc.")
2. The Plan of Merger is:
 1. Presbytery of Connecticut Valley, Inc., a non-stock corporation organized under the laws of Connecticut, The Trustees of the Presbytery of Providence of the United Presbyterian Church in the U. S. A., a non-business (non-stock) corporation organized under the laws of Rhode Island will merge and Presbytery of Connecticut Valley, Inc. will be the survivor.
 2. The surviving corporation will be known as The Presbytery of Southern New England, Inc.
 3. The certificate of incorporation of said surviving corporation will be amended in accordance with the copy of the Amended Certificate of Incorporation attached hereto.
 4. Said Amended Certificate of Incorporation shall take effect on the date said merger becomes effective.
 5. Within three weeks after said merger becomes effective, the Trustees will be elected pursuant to the procedure designated in said Amended Certificate of Incorporation for such election. Any person, who prior to said election is a Trustee of said surviving corporation and who is not elected to a Trustee position in said election, will quit his position as Trustee of said corporation immediately after said election.
 6. Prior to the date said merger takes effect, the members of said Presbytery of Connecticut Valley, Inc. shall successfully vote in accordance with Article IV of the bylaws of said corporation to repeal -- effective the date said merger takes effect -- all provisions in said bylaws that are contrary to said Amended Certificate of Incorporation.
3. The Plan of Merger was adopted by the merging corporations in the following manner:

- a. The Plan was approved by resolution adopted by the board of directors of Presbytery of Connecticut Valley, Inc
- b. As to the vote of the members of Presbytery of Connecticut Valley, Inc. see attached sheet entitled "Vote of Members of Presbytery of Connecticut Valley, Inc. on Certificate of Merger".
- c. The plan was approved by the members and directors of THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U. S. A., in accordance with the applicable provisions of the laws of the State of Rhode Island

Dated at *Westerly, Rhode Island* this *5th* day of *June*, 1977, and at *Hampden, Conn.* this *11th* day of *June, 1977*.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to the Presbytery of Connecticut Valley, Inc., are true.

PRESBYTERY OF CONNECTICUT VALLEY, INC.

By *Randall S Collins*
Its President

PRESBYTERY OF CONNECTICUT VALLEY, INC.

By *Duncan Brockway*
Its Secretary

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U. S. A.

THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U. S. A.

By *Herman E. G. Goring*
Its President

THE TRUSTEES OF THE PRESBY-
TERY OF PROVIDENCE OF THE
UNITED PRESBYTERIAN CHURCH
IN THE U. S. A.

Douglas C. Lowell

Its Secretary

Vote of Members of Presbytery of Connecticut Valley, Inc.
Certificate of Merger

1. Names of members who voted on the Plan: Eduardo Aguilar, Fred Allsup, Frank Amalfitano, J. Anilosky, Duncan Brockway, Ted Campbell, Richard Coleman, Ed Danks, Cathy Ellenwood, Lee Ellenwood, Don Emmel, Paul Freed, John Fuhrmeister, Frank Hoffman, John Hunn, Blaine Libbey, Allen Line, Helen Logie, Robert Marsano, Dave Mellon, Richard Miller, V. Purnell, Craig Peel, Ronald Peters, Pete Sabey, Ron Sloat, Jim Smith, Cy Varland, Carlos Whitlock, Grover Wilson, Frances Jordan, Marion Coulter, Joseph Morrow, Ginny Fishell, Dave Ellis, Harold Hall, Jr., Gloria Walsh, Phil Luckhardt, Lincoln Young, Mary-Dodd Hunter, Jane Cannon, Betty Bader, William Garren, Andrew McKirdy, Louis Hartley, Barbara Russell, Robert Dean, James Tower, Alma Campbell, Lydia Allen, Kellsey Dodd, Bobbi White.

2. Membership vote required to adopt the Plan: Majority of the members entitled to vote at meeting adopting resolution.
3. Number of members entitled to vote: 52
4. Voting power of members entitled to vote: one vote per member.
One vote per member.
5. Vote for the Plan: 52 to 0.

AMENDED CERTIFICATE OF INCORPORATION

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

(Non-stock Corporation)

1. The name of said corporation shall be The Presbytery of Southern New England, Inc.
2. The purposes for which said corporation is formed are the following, to wit:

To establish and maintain the teaching of the Word and the public worship of God pursuant to the Book of Confessions and the Book of Order of the United Presbyterian Church in the United States of America and subject to the form of government and discipline thereof;

To this end to acquire, take and hold, by gift, grant, devise or otherwise howsoever, real and personal estate, not exceeding the amount limited by law and to transfer the same;

To erect and maintain houses of worship and such other buildings, as lecture and school rooms and assembly halls, as may be needful for the same Presbytery and its work;

To supplant and succeed to all rights, duties, property, assets, obligations, commitments, and liabilities of the Presbytery of Connecticut Valley, Inc., a Connecticut non-stock corporation and the Presbytery of Providence of the United Presbyterian Church in the United States of America, a Rhode Island non-stock corporation.

And to engage in any other lawful acts and activities permitted by Chapter 600 of the General Statutes of the State of Connecticut.

3. Said corporation is located in the town of Hartford and its principal office is at 136 Capitol Avenue and the agent on whom process against it may be served is John A. Berman, Esq., 242 Trumbull Street, Hartford, Connecticut, 06103.
4. Said corporation is non-profit and shall not have or issue shares of stock or pay dividends.
5. The ministers, associate ministers and assistant ministers enrolled in Presbytery shall be members of said corporation and the members of each church within the Presbytery shall select an elder or elders equal in number to the total number of that church's ministers, associate ministers and assistant ministers.

Said membership shall be consistent with a formula further specified in the corporation's bylaws.

6. The members of said corporation shall elect 11 individuals to be the Trustees of Presbytery. Said Trustees of Presbytery shall function as said corporation's board of directors in secular matters including dealing with real property of the corporation in accordance with the bylaws.
7. In Massachusetts title to churches and manses shall be held in the name of "The Presbytery of Southern New England, Inc." and not in the name of an individual church within said Presbytery.
8. The members of said corporation may remove any Trustee by the vote of two-thirds of the members entitled to vote at a meeting called for such purpose, the notice of which shall specify that the meeting is being called for such purpose.
9. Upon the dissolution of said corporation or the wind-up of its affairs, the assets of said corporation shall be distributed exclusively to the United Presbyterian Church in the United States of America.
10. Notwithstanding any other provision of this certificate, said corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

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CERTIFICATE AMENDING AND RESTATING
CERTIFICATE OF INCORPORATION

1. The name of the corporation is Presbytery of Connecticut Valley, Inc. (The name of this corporation is changed by these amendments and will hereafter be "The Presbytery of Southern New England, Inc.")
2. The Certificate of Incorporation is amended and restated by the following resolution by the board of directors and members:

The Certificate of Incorporation of Presbytery of Connecticut Valley is hereby restated and amended to read as follows:

"1. The name of said corporation shall be The Presbytery of Southern New England, Inc.

"2. The purposes for which said corporation is formed are the following, to wit:

"To establish and maintain the teaching of the Word and the public worship of God pursuant to the Book of Confessions and the Book of Order of the United Presbyterian Church in the United States of America and subject to the form of government and discipline thereof;

"To this end to acquire, take and hold, by gift, grant, devise or otherwise howsoever, real and personal estate, not exceeding the amount limited by law and to transfer the same;

"To erect and maintain houses of worship and such other buildings, as lecture and school rooms and assembly halls, as may be needful for the same Presbytery and its work;

"To supplant and succeed to all rights, duties, property, assets, obligations, commitments, and liabilities of the Presbytery of Connecticut Valley, Inc., a Connecticut non-stock corporation and the Presbytery of Providence of the United Presbyterian Church in the United States of America, a Rhode Island non-stock corporation;

"And to engage in any other lawful acts and activities permitted by Chapter 600 of the General Statutes of the State of Connecticut.

"3. Said corporation is located in the town of Hartford and its principal office is at 136 Capitol Avenue and the agent on whom process against it may be served is John A. Berman, Esq., 242 Trumbull Street, Hartford, Connecticut, 06103.

- "4. Said corporation is non-profit and shall not have or issue shares of stock or pay dividends.
 - "5. The ministers, associate ministers and assistant ministers enrolled in Presbytery shall be members of said corporation and the members of each church within the Presbytery shall select an elder or elders equal in number to the total number of that church's ministers, associate ministers and assistant ministers. Said membership shall be consistent with a formula further specified in the corporation's bylaws.
 - "6. The members of said corporation shall elect 11 individuals to be the Trustees of Presbytery. Said Trustees of Presbytery shall function as said corporation's board of directors in secular matters including dealing with real property of the corporation in accordance with the bylaws.
 - "7. In Massachusetts title to churches and manses shall be held in the name of 'The Presbytery of Southern New England, Inc.' and not in the name of an individual church within said Presbytery.
 - "8. The members of said corporation may remove any Trustee by the vote of two-thirds of the members entitled to vote at a meeting called for such purpose, the notice of which shall specify that the meeting is being called for such purpose.
 - "9. Upon the dissolution of said corporation or the wind-up of its affairs, the assets of said corporation shall be distributed exclusively to the United Presbyterian Church in the United States of America.
 - "10. Notwithstanding any other provision of this certificate, said corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended."
3. The above resolution was adopted by the board of directors and by the members.

4. As to the vote of the members on this resolution see attached sheet entitled "Vote of Members of Presbytery of Connecticut Valley, Inc. on Certificate Amending and Restating Certificate of Incorporation."

Dated at Hamden, Connecticut this 11th day of June 1977

We hereby declare under the penalties of false statement, that the statements made in the foregoing certificate are true.

PRESBYTERY OF CONNECTICUT
VALLEY, INC.

By Randall S. Collins
Randall S. Collins
Its President

PRESBYTERY OF CONNECTICUT
VALLEY, INC.

By Duncan Brockway
Duncan Brockway
Its Secretary

Vote of Members of Presbytery of Connecticut Valley, Inc. on
Certificate Amending and Restating Certificate of Incorporation

1. Membership vote required to adopt resolution: Majority of the members entitled to vote at meeting adopting resolution.
2. Number of members in good standing and entitled to vote:
52
3. Voting power of members:
One vote per member.
4. Vote for the resolution: 52 to 0.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

DEPARTMENT OF ATTORNEY GENERAL
Division of Consumer Protection
56 Pine Street
Providence, R. I. 02903

Julius C. Michaelson, Attorney General

June 5, 1978

R. Raymond Greco, Esq.
1700 Cranston Street
Cranston, Rhode Island 02920

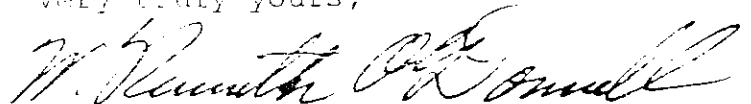
RE: Merger of Domestic and Foreign Non-Profit
Corporations Into The Presbytery of Southern
New England, Inc.

Dear Mr. Greco:

I have reviewed the above-captioned Articles which relate to the merger of the Presbytery of Southern New England, Inc. of Connecticut, and THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U.S.A., of Rhode Island.

This is to inform you that the Department of Attorney General has no objection to the merger as contemplated by the Articles of Merger submitted.

Very truly yours,



W. KENNETH O'DONNELL
Special Assistant Attorney General
Administrator, Charitable Trusts

WKU:mas

cc: Secretary of State

Cappalli, Greco and Falongo
Law Associates

1700 Cranston Street
Cranston, Rhode Island 02920
401-943-6655

Richard A. Cappalli
R. Raymond Greco
Michael A. Falongo

September 1, 1978

—
John S. Di Bona

Secretary of State
State House
Providence, Rhode Island

ATTENTION: Anthony Florio

Dear Tony:

Re: Merger of Domestic and Foreign Non-Profit Corporations into
The Presbytery of Southern New England, Inc.

With regard to the above entitled matter, please find the following documents: (1) copy of a letter dated June 5, 1978, approving of the merger from the Department of the Attorney General; (2) Articles of Merger of Domestic and Foreign Non-Profit Corporations into The Presbytery of Southern New England, Inc. with attached plan of merger; (3) secretary's certificate of THE TRUSTEES OF THE PRESBYTERY OF PROVIDENCE OF THE UNITED PRESBYTERIAN CHURCH IN THE U.S.A., with attached plan of merger; (4) Certificate of Merger from the Presbytery of Connecticut Valley, Inc.; (5) certificate amending and restating Certificate of Incorporation of Presbytery of Connecticut Valley, Inc.; (6) amended Certificate of Incorporation of the Presbytery of Southern New England.

By way of explanation, the last two items are enclosed for the purpose of establishing that the Certificate of Merger with Presbytery of Connecticut Valley, Inc. (i.e. Item 4 above) pertains to the corporation that is now known as the Presbytery of Southern New England, Inc. The plan of merger was adopted by said corporation prior to the time that it amended its Articles of Incorporation changing its name to the Presbytery of Southern New England, Inc. However, the Articles of Merger (i.e. Item 2 above) were executed after said Amendment and therefore, the name "The Presbytery of Southern New England, Inc." appears on the Articles of Merger.

If you have any questions, please do not hesitate to call me.

Very truly yours,

R. Raymond Greco
R. Raymond Greco

RRG/djb
Enclosures

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OCT 16 1978 02:35
V/n.