

✓ 18084

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

HOUSING MANAGEMENT COMPANY

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

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SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Housing Management Company	600 18784	Common	600
Utility Adjustments, Inc.	400 1000	Common	400

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THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Class	Voted For	Voted Against
Housing Management Company	600	None	Common	600	None
Utility Adjustments, Inc.	400	None	Common	400	None

FOURTH: Time merger to become effective (§ 7-1.1-69):

Date of filing

Dated 2-10, 1988
UTILITY ADJUSTMENTS, INC.

By: Richard R. Ferland
Richard R. Ferland-Director

By: Albert J. Ferland, Jr.
Albert J. Ferland, Jr.-Director

By: A. Austin Ferland
A. Austin Ferland-Director

HOUSING MANAGEMENT COMPANY

By: Richard R. Ferland
Richard R. Ferland-Director

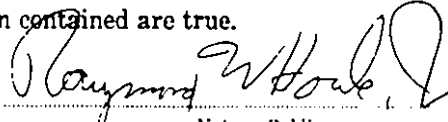
and Albert J. Ferland, Jr.
Albert J. Ferland, Jr.-Director
Secretary

By: A. Austin Ferland
A. Austin Ferland-Director
President

and
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Pawtucket in said County on the 16th day of
February 19 88, before me personally appeared RICHARD R.
FERLAND, who being by me first duly sworn, declared that he is
the PRESIDENT of HOUSING MANAGEMENT COMPANY,
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.

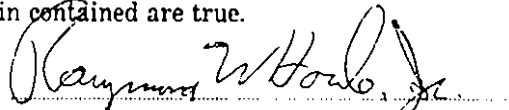

Notary Public

(NOTARIAL SEAL)

RAYMOND W. HOULE, JR.
Notary Public of Rhode Island
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Pawtucket in said county on the 16th day of
February 1988, before me personally appeared ALBERT J.
FERLAND, JR., who being by me first duly sworn, declared that he is
the PRESIDENT of UTILITY ADJUSTMENTS, INC.,
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.


Notary Public

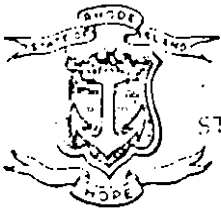
(NOTARIAL SEAL)

RAYMOND W. HOULE, JR.
Notary Public of Rhode Island
My Commission Expires June 30, 1991

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MAR 02 1988



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
289 Promenade Street
Providence, R. I. 02908

February 11, 1988

TO WHOM IT MAY CONCERN

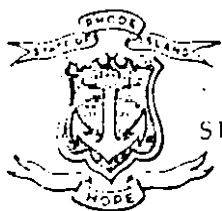
Re: HOUSING MANAGEMENT COMPANY

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Ernest A. DeAngelis
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
289 Promenade Street
Providence, R. I. 02908

March 18, 1987

TO WHOM IT MAY CONCERN

Re: FERLAND CORPORATION

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

PLAN OF MERGER

I Parties:

A) Housing Management Company, a Corporation organized and existing under the laws of the State of Rhode Island, and having its principal office in the City of Pawtucket, hereinafter sometimes referred to as "Surviving Corporation".

(Incorporated November 5, 1976, authorized Capital Stock - 600 shares of Common Stock having no par value.) 600 Shares issued to HOUSING MANAGEMENT COMPANY.

B) Utility Adjustments, Inc., a Corporation organized and existing under the laws of the State of Rhode Island, and having its principal office in the City of Pawtucket.

(Incorporated January 24, 1969, authorized Capital Stock - 400 shares of Common Stock having no par value.) 400 Shares issued to UTILITY ADJUSTMENTS, INC.

II. MERGER:

Articles of Merger are to be executed and filed by the parties of this Plan Of Merger, providing that the Surviving Corporation merges into itself said Utility Adjustments, Inc. and that said Utility Adjustments, Inc. be merged into Surviving Corporation - Housing Management Company.

III. MANNER OF CONVERTING OUTSTANDING SHARES:

The manner of converting the outstanding shares of the Capital Stock of the Constituent Corporation into the shares of the Surviving Corporation shall be as follows:

- A) The presently issued and outstanding shares of Common Stock of Housing Management Company shall continue to represent a like number of shares of Common Stock of Housing Management Company (the Surviving Corporation); and
- B) The presently issued and outstanding stock of Utility Adjustments, Inc. shall be surrendered and cancelled and no shares shall be issued in substitution therefor.
- C) Appropriate entries shall be made on the books and records to reflect adjustments of Paid in surplus by reason of cancellation of shares pursuant to Paragraph (B) of this Paragraph III.

IV. TERMS AND CONDITIONS:

The terms and conditions of the merger provided for herein are as follows:

Until altered, amended or repealed, as therein provided, by By-Laws of Housing Management Company, as in effect at the effective date as the Articles of Merger, shall be the By-Laws of the Surviving Corporation.

The first Board of Directors of the Surviving Corporation after the date when the merger provided for herein shall become effective shall be the Directors of HOUSING MANAGEMENT COMPANY in office on the effective date of the Articles of Merger.

The first annual meeting of the Stockholders of the Surviving Corporation held after the date when this Plan becomes effective, shall be the annual meeting provided by the By-Laws thereof, for the year, 1988.

The officers of the Surviving Corporation after the date when the merger provided for herein shall become effective shall be the officers of HOUSING MANAGEMENT COMPANY in office at the date when this Plan becomes effective, who shall hold office until the first meeting of the Board of Directors to be held thereafter. The names and places of residence of said officers of the Surviving Corporations are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
President	Richard R. Ferland	3041 Mendon Road Cumberland, RI 02864
Vice President	Edward F. Mulholland	60 Pinehurst Drive Cumberland, RI 02864
Treasurer	William Thornley	22 Massasoit Avenue Barrington, RI
Secretary	Albert J. Ferland Jr.	158 Greenswitt Ave. Pawtucket, RI 02861

The first regular meeting of the Board of Directors of the Surviving Corporations to be held after the effective date of the Articles of Merger may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation, and may be held at the time and place specified in the notice of the meeting, or, at the time and place specified in a waiver of notice of the meeting, if such a waiver is signed by all of the members of the Board of Directors of the Surviving Corporation.

The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

V. EFFECT OF MERGER:

Upon the issuance of the Certificate of Merger by the Secretary of State or upon such later date, not more than thirty (30) days after the filing of the Articles of Merger, as may be set forth in such Articles, the merger shall be effected.

When such merger has been effected:

- (a) The corporations parties to the Plan Of Merger shall be a single corporation, which shall be as the Surviving Corporation Housing Management Company.
- (b) The separate existence of Utility Adjustments, Inc. party to the Plan Of Merger, shall cease.
- (c) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the provisions of the Rhode Island Business Corporation Act.
- (d) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, if any, and all other choses in action, and all and every other interest of or belonging to or due to each of the Corporations so merged, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.
- (e) Such Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the corporation so merged; and any claim existing or action or proceeding pending by or against such corporation may be prosecuted as if such merger had not taken place, or such Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Merged Corporation shall be impaired by such merger.
- (f) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or

desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property of any or all of said Merged Corporations acquired or to be acquired by reason of or as a result of the merger provided for in this Plan Of Merger, both the proper officers and directors of each of said Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of any or all of said Merged Corporation or otherwise so to vest, perfect or confirm title to such property in the Surviving Corporation, and otherwise carry out the purposes of this Plan Of Merger.

VI ADMENDMENTS TO ARTICLES OF INCORPORATION

None

VII RESERVATION OF RIGHTS.

The surviving corporation reserves the right to amend, alter, change or repeal any provision of this Agreement of Merger in the manner prescribed by the Rhode Island Business Corporation Act, and all Rights conferred upon shareholders herein are granted subject to this reservation.

VIII SUBMISSION FOR APPROVAL

This Plan of Merger shall be submitted separately to the Board of Directors and to the shareholders of each of the respective corporations, parties hereto in the manner provided by the Rhode Island Business Corporation Act, and the complainece with the provisions of §7-1.1-68 of the General Laws, 1956, as Amended.

XI EFFECTIVE DATE OF PLAN

Date of filing.

WAIVER OF NOTICE OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
UTILITY ADJUSTMENTS, INC.

The undersigned, being the Board of Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 30 Monticello Road
Pawtucket, RI 02861

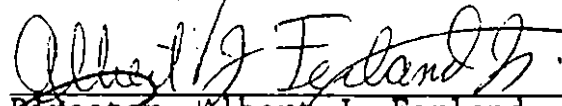
Date of Meeting: February 2, 1988

Time of Meeting: 2:00 PM

Purpose of Meeting: To approve the
Merger of Housing
Management Company
and Utility Adjust-
ments, Inc. with
Housing Management
Company being the
surviving corpora-
tion.

DATED: January 4, 1988


Director, A. Austin Ferland


Director, Albert J. Ferland,
Jr.


Director, Richard Ferland

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
UTILITY ADJUSTMENTS, INC.

A special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place and prefixed to the minutes of this meeting.

The meeting was called to order by the President and a Plan of Merger was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, that the Plan of Merger between Housing Management Company and Utility Adjustments, Inc., with Housing Management Company surviving presented to the meeting is hereby approved and adopted by this Board of Directors and it is ordered that a copy of said Plan be annexed to the minutes of this meeting; and it was further

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to carry out the provisions of said Plan.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Secretary
Albert J. Ferland, Jr.

Approved:


President, Albert J. Ferland, Jr.

WAIVER OF NOTICE OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
HOUSING MANAGEMENT COMPANY

The undersigned, being the Board of Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 30 Monticello Road
Pawtucket, RI 02861

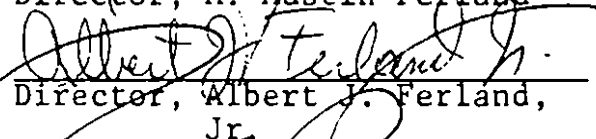
Date of Meeting: February 2, 1988

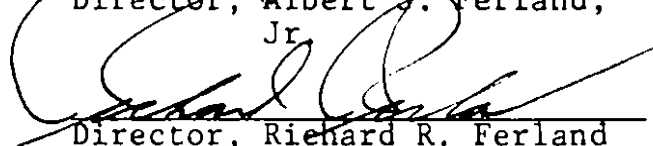
Time of Meeting: 10:00 AM

Purpose of Meeting: To approve the
Merger of Housing
Management Company and
Utility Adjustments, Inc.
with Housing Management
Company being the surviving
corporation.

DATED: January 4, 1988


Director, A. Austin Ferland


Director, Albert J. Ferland,
Jr.


Director, Richard R. Ferland

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
HOUSING MANAGEMENT COMPANY

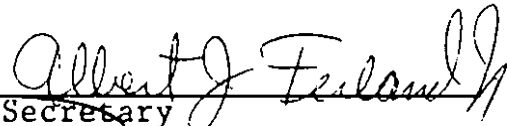
A special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place and prefixed to the minutes of this meeting.

The meeting was called to order by the President and a Plan of Merger was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, that the Plan of Merger between Housing Management Company and Utility Adjustments, Inc., with Housing Management Company surviving presented to the meeting is hereby approved and adopted by this Board of Directors and it is ordered that a copy of said Plan be annexed to the minutes of this meeting; and it was further

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to carry out the provisions of said Plan.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Secretary
Albert J. Ferland, Jr.

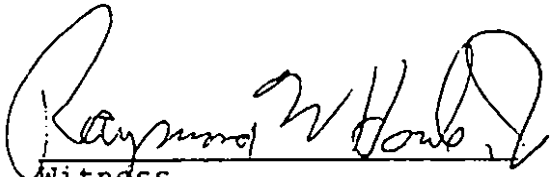
Approved:


President, Richard R. Ferland

CONSENT OF STOCKHOLDERS

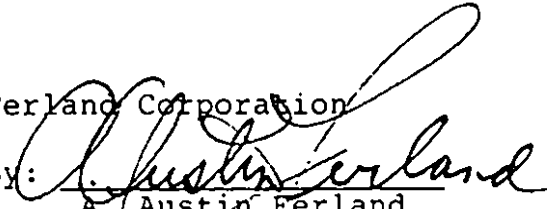
The undersigned being the sole Stockholder of Housing Management Company and Utility Adjustments, Inc., hereby agree and consent to the Merger of these two corporations with Housing Management Company being the surviving corporation.

I also agree and consent to the Plan of Merger adapted by the Directors of those corporations.


Witness

Ferland Corporation

By:


A. Austin Ferland
President

DATED: February 16, 1988