

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

AGREEMENT FOR CONSOLIDATION OF THE KENT
COUNTY EAST VISITING NURSE ASSOCIATION AND
THE PAWTUXET VALLEY VISITING NURSE ASSOCIATION

WHEREAS, the representatives of KENT COUNTY EAST VISITING NURSE ASSOCIATION, a non-business corporation, incorporated in the State of Rhode Island and principally located in the City of Warwick, Rhode Island, and PAWTUXET VALLEY VISITING NURSE ASSOCIATION, a non-business corporation, incorporated in the State of Rhode Island and principally located in the Town of West Warwick, Rhode Island, have through their duly appointed representatives, given due consideration to the consolidation of their respective associations into a new non-business corporation, and

WHEREAS, it has been determined by the representatives of the respective associations that the resulting corporation can better serve the visiting nurse and home health needs and general welfare of the residents of the particular areas which the constituent associations now serve, and

WHEREAS, the Board of Directors of each of the constituent corporations have, at their respective meetings, duly called for said purpose, approved a consolidation of the constituent corporations by unanimous affirmative votes,

NOW THEREFORE, it is hereby mutually agreed between KENT COUNTY EAST VISITING NURSE ASSOCIATION and PAWTUXET VALLEY VISITING NURSE ASSOCIATION that

1. In order to better serve the visiting nurse and home health needs of the residents of the County of Kent, in the State of Rhode Island, said corporations shall consolidate their respective associations into a new corporation which shall be known as KENT COUNTY VISITING NURSE ASSOCIATION.

2. The purpose of the resulting association shall be to provide to the residents of the area served in their homes and elsewhere:

- (a) skilled nursing care and other therapeutic services;
- (b) public health nursing and allied health services;
- (c) to participate in preventive and therapeutic health clinics in conjunction with allied health professionals, school nurses, hospitals and government health clinics;
- (d) to cooperate with all organizations and associations which have as an objective the maintenance and improvement of the health standards of the residents of the area;
- (e) to engage in such other activities as are consistent with the general purposes of the association.

In furtherance of the above objectives, no person shall be excluded from service, and there shall be no discrimination on the basis of race, color, age, creed or sex:

- (a) in the persons served, or in the manner of service;
- (b) in the hiring, assignment, promotion or other conditions of staff employment;
- (c) in membership of the association and of the Board of Directors, which membership shall be open to all segments of the public without limitation.

3. Said corporation shall be operated exclusively for charitable purposes and no part of the activities of the corporation shall be carried on for profit purposes. It is intended that said corporation shall be of the character delineated and de-

scribed in Section 501(c)(3) of the Internal Revenue Code of the United States of 1954 (or the corresponding provision or provisions of any future United States Internal Revenue Law).

4. No part of the net earnings of the corporation shall enure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the

corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, religious, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. Upon approval of the consolidation by the administrator of charitable trusts for the State of Rhode Island, as is required by the provisions of §7-6-18, G.L. of R.I. 1956 (Reenactment of 1969), and the receipt of certification of this agreement by the Secretary of State for the State of Rhode Island as therein provided, the constituent corporations shall cease their respective operations in their former capacities and thereafter function as KENT COUNTY VISITING NURSE ASSOCIATION, with the Directors of the constituent corporations constituting thereafter the Board of Directors of the resulting corporation. The corporation shall be principally located in the City of Warwick.

7. As soon as is practicable after the issuance of the certificate of incorporation, an organizational meeting of said Board of Directors shall be held for the purpose of adopting by-

laws, electing officers and for the transaction of such other business as may come before the meeting.

IN WITNESS WHEREOF, KENT COUNTY EAST VISITING NURSE ASSOCIATION and PAWTUXET VALLEY VISITING NURSE ASSOCIATION have caused these presents to be executed and their respective corporate seals to be hereto affixed by their duly authorized officers this 10th day of March, A.D. 1971.

KENT COUNTY EAST VISITING NURSE ASSOCIATION

WITNESS:

Thomas Almon
Marquette M. Martin

BY:

Fredrick J. Deblay
Carolyn G. Fitzgibbon
President
Secretary

PAWTUXET VALLEY VISITING NURSE ASSOCIATION

WITNESS:

Alice R. McVey
Carole L. Oehlhauser

BY:

James P. Turner
Richard D. Turner
President
Secretary

APPROVED:

W. B. Allen
Administrator of Charitable Funds
3/15/71

CERTIFICATE OF AFFIRMATIVE VOTE OF DIRECTORS OF
PAWTUXET VALLEY VISITING NURSE ASSOCIATION

On March 8, 1971, at a special meeting of the Board of Directors of Pawtuxet Valley Visiting Nurse Association duly called under the provisions of the corporation's by-laws for the purpose of considering the consolidation of the corporation with Kent County East Visiting Nurse Association, pursuant to the provisions of Section 7-6-18, G.L. R.I. 1956 (Reenactment of 1969), there was present a proper quorum of the Directors, and, upon motion made and seconded, it was unanimously

VOTED: That Pawtuxet Valley Visiting Nurse Association consolidate with Kent County East Visiting Nurse Association into a single non-business corporation to be known as Kent County Visiting Nurse Association and that the President and Secretary of this corporation be and are hereby empowered to execute on behalf of the corporation the required documents to effect the consolidation.

The undersigned, Secretary of Pawtuxet Valley Visiting Nurse Association, does certify that above is a true copy of an excerpt from the minutes of a meeting of the Directors of said corporation.

Melanie A. Turner
Secretary, Pawtuxet Valley Visiting Nurse Association

(Seal)

17

<u>AGREEMENT FOR CONSOLIDATION</u>
JORDAN, HANSON & CURRAN LAW OFFICES 440 HOSPITAL TRUST BUILDING PROVIDENCE, R.I. MAR 15 1971

MAR 15-71 537 00***20.C