

161478

ARTICLES OF MERGER

Pursuant to the provisions of Section 6.4 of the Bristol County Water Authority Act, being Chapter 102 of the Public Laws of 1981, as amended (the "Act"), these Articles of Merger have been executed for the purpose of merging Bristol County Water Authority, a public corporation and instrumentality of the State of Rhode Island authorized, created and established pursuant to Section 4 of the Act (the "Authority") and Bristol County Water Company, a subsidiary public corporation of the Authority as defined in Section 6.1 of the Act (the "Company"), into the Company (the "Surviving Corporation"):

(a) The following Plan of Merger was approved by the directors of the Authority as prescribed by Section 6.4 of the Act:

PLAN OF MERGER

This Plan of Merger is stated pursuant to the provisions of Section 6.4 of the Bristol County Water Authority Act, being Chapter 102 of the Public Laws of 1981 of the State of Rhode Island, as amended (the "Act"), and relates to the merger of Bristol County Water Authority, a public corporation and instrumentality of the State of Rhode Island (the "Authority") with and into Bristol County Water Company, a subsidiary public corporation of the Authority (the "Company").

RECITALS:

1. The Company is a corporation created by special act of the General Assembly at the May session of the General Assembly, A.D. 1883, as amended to date.

2. The Company owns and operates water supply facilities (as defined in the Act) to service the needs for potable water of citizens of the county (as defined in the Act).

3. The Authority has heretofore acquired and now owns 100% of the voting stock of the Company.

4. Accordingly, the Company is a subsidiary public corporation (as defined in the Act) of the Authority.

5. The Authority deems it advisable and in its best interest that the Authority and the Company merge into a single corporation.

6. The Authority deems it advisable and in its best interest for the Company to be the surviving corporation of such merger.

NOW, THEREFORE, this Plan of Merger is stated for purposes of inclusion in Articles of Merger to be executed and filed in accordance with the provisions of Section 6.4 of the Act and to prescribe the terms and conditions of the merger and of carrying the same into effect as follows:

1. The Authority shall be and hereby is merged with and into the Company.

2. The Company (hereinafter sometimes called the "Surviving Corporation") shall continue to exist under and by virtue of the Act, as may be hereafter amended.

3. The Surviving Corporation shall be known by the name Bristol County Water Authority.

4. The Surviving Corporation shall have no authorized, issued or outstanding capital stock and any and all capital stock of the Company now authorized, whether issued and whether held by the Authority or otherwise, upon the merger becoming effective shall be cancelled and extinguished.

5. The period of duration of the Surviving Corporation shall be perpetual, subject to the provisions of the Act.

6. The charter of the Surviving Corporation shall be the provisions of Chapter 102 of the Public Laws of 1981, as said Chapter has been heretofore or may hereafter be amended, as if each and all of the provisions thereof were set forth in full herein and such charter shall not hereafter be amended except by or pursuant to act of the General Assembly. Accordingly, the Surviving Corporation shall have all the rights, powers, privileges, immunities, tax exemptions and other exemptions of, and shall be subject to the limitations imposed on its operations to the same extent as, and all the duties and liabilities of, the Authority.

7. The by-laws of the Authority shall be the by-laws of the Surviving Corporation, subject to amendment in accordance with the Act and said by-laws.

8. The officers of the Authority shall be the officers of the Surviving Corporation, to serve in accordance with the Act and the by-laws.

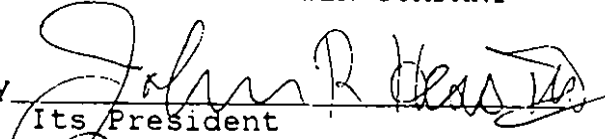
9. The directors of the Authority shall be the directors of the Surviving Corporation.

10. The effects of the merger shall be as stated in Section 6.4 of the Act.

(b) The merger is to become effective upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island:

Dated: November 25, 1986

BRISTOL COUNTY WATER COMPANY

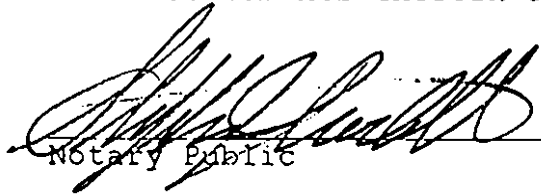
By 
Its President
(Chief Executive Officer)

and 
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF BRISTOL

At Warren in said County on the 25th day of November, 1986, before me personally appeared John R. Hess, III, who being by me first duly sworn, declared that he is the President (Chief Executive Officer) of Bristol County Water Company, that he signed the foregoing document in such capacity of the Bristol County Water Company, and that the statements therein contained are true.


Notary Public

Notarial Seal:

