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ID Number: 000029092



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

OCT 1 PM 12:06

ARTICLES OF MERGER OR CONSOLIDATION INTO

Planned Parenthood of Connecticut, 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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Planned Parenthood of Connecticut, Inc. (Nonstock corporation, Connecticut) and Planned Parenthood of Rhode Island (Non-profit corporation, Rhode Island).

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 Planned Parenthood of Connecticut, Inc. which is to be governed by the laws of the state of Connecticut

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) See Exhibit 1

e. If the surviving entity's name has been amended via the merger, please state the new name. Planned Parenthood of Southern New England, Inc.

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: 111 Point Street, P. O. Box 41059, Providence, RI 02940-1059

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

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.

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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. **See Exhibits 2 and 3**

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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.

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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.

Planned Parenthood of Connecticut, Inc.

Print Entity Name

By: _____	<i>Judy Tabar</i>	President	_____
	Name of person signing Judy Tabar		Title of person signing
By: _____	<i>Maria Cruz-Saco</i>	Secretary	_____
	Name of person signing Maria Cruz-Saco		Title of person signing

Planned Parenthood of Rhode Island

Print Entity Name

By: _____	<i>Judy Tabar</i>	President	_____
	Name of person signing Judy Tabar		Title of person signing
By: _____	<i>Constance Worthington</i>	Secretary	_____
	Name of person signing Constance Worthington		Title of person signing

EXHIBIT 1

AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN

PLANNED PARENTHOOD OF RHODE ISLAND

AND

PLANNED PARENTHOOD OF CONNECTICUT, INC.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER made and entered into as of this 14th day of January 2009 by and between:

Planned Parenthood of Connecticut, Inc., a Connecticut nonstock corporation with a principal place of business at 345 Whitney Avenue, New Haven, Connecticut ("PPC"); and

Planned Parenthood of Rhode Island, a Rhode Island non-profit corporation with a principal place of business at 111 Point Street, Providence, Rhode Island 02903 ("PPRI").

PPC, in accordance with Chapter 602 of the General Statutes of Connecticut and PPRI, in accordance with Title 7 of the Rhode Island General Laws, 1956, as amended, each hereby adopt the following Agreement and Plan of Merger:

1. MERGING CORPORATIONS

The names of the merging corporations are Planned Parenthood of Connecticut, Inc., a Connecticut nonstock corporation and Planned Parenthood of Rhode Island, a Rhode Island non-profit corporation. PPC, which shall be the surviving corporation from and after the effective time of the merger, is sometimes hereinafter referred to as the "Surviving Corporation".

2. NAME OF SURVIVING CORPORATION

The name of Surviving Corporation after the merger shall be Planned Parenthood of Southern New England, Inc.

3. TERMS AND CONDITIONS OF MERGER

Three (3) of the members of the Board of Directors of PPRI shall become members of the Board of Directors of Surviving Corporation, and at all times after the Effective Date (as defined below) the Board of Directors of Surviving Corporation shall have no less than three (3) directors from the State of Rhode Island.

All members of the Board of Directors of PPC shall continue to be members of the Board of Directors of Surviving Corporation.

The voting membership of Surviving Corporation shall consist of all members of the Board of Directors of Surviving Corporation.

4. CHANGES IN CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of PPC now in force and effect shall be the Certificate of Incorporation of Surviving Corporation, except that:

1. Article 1 of the Certificate of Incorporation, relating to the name of the corporation, is amended in its entirety to read as follows:

"Article 1. The name of the corporation is Planned Parenthood of Southern New England, Inc."

and,

2. Article 7 of the Certificate of Incorporation, relating to the dissolution of the corporation is amended in its entirety to read as follows:

"Article 7. In the event of dissolution of the corporation, all its assets and property remaining after payment of its debts and liabilities shall be transferred and delivered to Planned Parenthood Federation of America, Inc. (the "Federation"), or to any organization that is an Affiliate of the Federation, or to any organization successor to such Affiliate or to the Federation, provided the Federation or such other organization shall have federal tax exempt status within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code at the time of such transfer. If the Federation or such other organization does not have such federal tax exempt status or has itself been dissolved, then the assets and property of the corporation remaining after payment of its debts and liabilities shall be transferred and delivered to any non-profit corporation organized for scientific, educational and/or charitable purposes which has such federal tax exempt status and which has been designated by the affirmative vote of a majority of the members of the Board of Directors or other body supervising such dissolution."

Said Certificate of Incorporation, as herein amended, shall continue in full force and effect until further changed, altered or amended in the manner prescribed by the provisions of the Connecticut Revised Nonstock Corporation Act.

5. EFFECTIVE DATE

The time at which the merger herein agreed upon shall become effective (the "Effective Date") shall be upon the filing of the Certificates of Merger with the Secretary of the State of Connecticut and the Secretary of State of the State of Rhode Island on or about June 1, 2009, subject to Surviving Corporation's receipt of all regulatory approvals required by the States of Connecticut and Rhode Island.

6. OTHER PROVISIONS

(1) The Bylaws of Surviving Corporation, as such Bylaws exist on the Effective Date, shall be amended and restated in their entirety, substantially in the form attached hereto as Exhibit A (the "Amended and Restated Bylaws").

(2) The Board of Directors of Surviving Corporation as of the Effective Date shall continue in office until the expiration of their respective terms. The three (3) directors who were previously members of the Board of Directors of PPRI shall serve on the Board of Directors of Surviving Corporation for initial terms of one year, two years and three years, respectively, after which time board members from the State of Rhode Island shall

serve for three (3) year terms in accordance with the provisions of Article VI, Section A 9 of the Amended and Restated Bylaws.

(3) The officers of Surviving Corporation as of the Effective Date shall continue in office after the effective date of the merger.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date first above written:

Planned Parenthood of Connecticut, Inc.

By: Judy Taban
Judy Taban
President/Chief Executive Officer

Planned Parenthood of Rhode Island

By: John Morton, M.D.
John Morton, M.D.
Chair, Board of Directors

EXHIBIT 2

PLANNED PARENTHOOD OF RHODE ISLAND

At a meeting of the Board of Directors of Planned Parenthood of Rhode Island held on January 14, 2009 the Agreement and Plan of Merger was adopted by its voting members. The voting members of Planned Parenthood of Rhode Island are its Board of Directors. A quorum was present at the meeting. The Agreement and Plan of Merger received at least a majority of the votes in favor which members present at the meeting were entitled to cast.

DATED: January 14, 2009

Planned Parenthood of Rhode Island

By: Judy Tabar
Name: Judy Tabar
Title: President

EXHIBIT 3

PLANNED PARENTHOOD OF CONNECTICUT, INC.

At a meeting of the Board of Directors of Planned Parenthood of Connecticut, Inc. held on January 13, 2009 the Agreement and Plan of Merger was adopted by its voting members. The voting members of Planned Parenthood of Connecticut, Inc. are its Board of Directors. A quorum was present at the meeting. The Agreement and Plan of Merger received at least a majority of the votes in favor which members present at the meeting were entitled to cast.

DATED: January 13, 2009

Planned Parenthood of Connecticut, Inc.

By: Judy Taber
Name: Judy Taber
Title: 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

