

Filing Fee: See Instructions

ID Number: 140766



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED
DEC 18 2009

Realty
Adams Investment Co LLC

ARTICLES OF MERGER OR CONSOLIDATION INTO

9A

By [Signature]
11.09
29-106421

(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 JA Properties, LLC and Adams Investment Co LLC.

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 Realty Adams Investment Co LLC 9A which is to be governed by the laws of the state of Rhode Island

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)

e. If the surviving entity's name has been amended via the merger, please state the new name:

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:

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 December 31, 2009

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.

.....
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.

.....
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.

.....
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.

^{AGELY}
Adams Investment Co LLC *JA.*

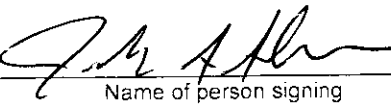
Print Entity Name

By:  _____
Name of person signing Member Title of person signing

By: _____
Name of person signing Title of person signing

JA Properties, LLC

Print Entity Name

By:  _____
Name of person signing Member Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

MERGING JA PROPERTIES, LLC INTO ADAMS INVESTMENT CO., LLC

I. Recitals

- 1.1 Adams ^{ready} Investment Co. LLC is a Rhode Island Limited Liability ~~Co.~~ Company (Adams).
- 1.2 JA Properties, LLC is a Rhode Island Island Limited Liability Company (JA).
- 1.3 As hereinafter provided, JA shall be merged into Adams.

II. Procedures

- 2.1 JA shall be merged into Adams effective as of December 31, 2009 and the filing of appropriate Article of Merger with the Rhode Island Secretary of State, and Adams shall be the surviving limited liability company.
- 2.2 Articles of Merger shall be filed in Rhode Island by Adams and JA in accordance with provisions set forth in Section III thereof.
- 2.3 A member, Joseph Adams, of Adams is authorized individually to take any and all other actions required by the State of Rhode Island to implement the foregoing, or deemed necessary or desirable by the said members of Adams and JA.

III. Merger Provisions

- 3.1 Upon the effective date of the merger of Adams and JA, Adams shall be the surviving limited liability company, and, by operation of law, Adams shall succeed to all rights, privileges, powers, franchises, assets, liabilities, rights, and obligations of Adams and JA. The Articles of Organization adopted by Adams as amended hereby as hereinafter set forth, shall be the Articles of Organization of the surviving merged company.

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- 3.2 Title to all assets vested by deed or otherwise under the laws of the State of Rhode Island or any other jurisdiction in Adams and JA shall not revert or be in anyway impaired by reason of the merger; and all rights of creditors and all liens upon any real or personal property of Adams and JA shall be preserved unimpaired and all debts, liabilities and duties of Adams and JA shall, upon the effective date, be and become those of Adams, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.
- 3.3 As soon as practicable following the effective date of the merger, the members of JA shall surrender their certificates representing their membership interest in JA, and new certificates shall be issued by Adams of said Adams voting units in the same number of units. Such new units of Adams shall be considered as having been issued in consideration of and solely in exchange for each member's units in JA. Until so surrendered and exchanged, each outstanding certificate, which prior to the effective date represented units of JA shall be deemed for all company purposes to evidence ownership of the same number of units of Adams.

IV. Miscellaneous

- 4.1 Joseph Adams as member of Adams is hereby individually authorized to sign, seal, execute, and deliver such documents and instruments, on behalf of said company and to take such other actions in his sole discretion, as he deems necessary or desirable in connection with the foregoing plan.
- 4.2 Joseph Adams as member of JA is hereby individually authorized to sign, seal, execute, and deliver such documents and instruments, on behalf of said company and to take such other actions in his sole discretion, as he deems necessary or desirable in connection with the foregoing plan.
- 4.3 The said member of Adams is hereby further authorized, in his discretion, to make such changes in names, effective dates, or other details of the foregoing plan as he may deem necessary or desirable to conform with governmental requirements, to effectuate the substance of said plan, and/or as may be desirable and in the best interest of Adams.

4.4 The said member of JA is hereby further authorized, in his discretion, to make such changes in names, effective dates, or other details of the foregoing plan as he may deem necessary or desirable to conform with governmental requirements, to effectuate the substance of said plan and/or as may be desirable and in the best interest of JA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed as of the 16th day of December, 2009.

^{Realty}
Adams Investment Co. LLC *et.*

By:  _____

JA Properties, LLC

By:  _____



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

