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SECRETARY OF STATE
CORPORATIONS DIV

Filing Fee: See Instructions

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

Chartier Building Company, 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 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:

Name of entity	Type of entity	State under which entity is organized
Chartier Building Company, Inc.	corporation	Nevada
Chartier Building Company, Inc.	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 Chartier Building Company, Inc.
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:
N/A

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:
N/A

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 September 27, 2013

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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 N/A

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) N/A

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.

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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:

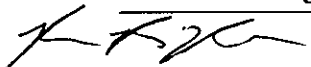
N/A

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.

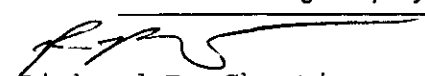
Chartier Building Company, Inc.

 _____
Print Entity Name

By: Richard R. Chartier President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Chartier Building Company, Inc.

 _____
Print Entity Name

By: Richard R. Chartier President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 27th day of September, 2013 by and between **Chartier Building Company, Inc.**, a Nevada corporation having its principal place of business located at 9 High Meadow Road, Little Compton, RI 02837 ("CBC NV") and **Chartier Building Company, Inc.**, a Rhode Island corporation having its principal place of business located at 9 High Meadow Road, Little Compton, RI 02837 ("CBC RI").

WHEREAS, CBC NV is a corporation duly incorporated pursuant to the laws of the State of Nevada on August 2, 2012, having authorized capital stock of Seventy Five Thousand (75,000) shares, all of which are common, having no par value, and of which One Hundred (100) such shares are currently issued and outstanding;

WHEREAS, CBC RI is a corporation duly incorporated pursuant to the laws of the State of Rhode Island on September 27, 2013, having authorized capital stock of Eight Thousand (8,000) shares, all of which are common, having par value of Zero and 01/100 Dollars (\$.01), and of which One Hundred (100) such shares are currently issued and outstanding;

WHEREAS, the shareholders and directors of CBC NV and of CBC RI deem it advisable, for the general welfare and advantage of said corporations and of the shareholders of said corporations, that CBC NV merge into CBC RI, with CBC RI being the survivor thereof;

WHEREAS, Nevada Revised Statutes Chapter 92A.120, provides for the merger of a domestic corporation into a foreign corporation on certain terms and conditions; and

WHEREAS, Rhode Island General Laws Section 7-1.2-1006 provides for the merger of a foreign corporation into a domestic corporation on certain terms and conditions.

NOW THEREFORE, the parties hereto agree in accordance with Nevada law and Rhode Island law that CBC NV and CBC RI shall be merged into a single corporation with CBC RI being the surviving corporation of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. Corporate Existence of Surviving Corporation. Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of CBC RI shall continue unaffected and unimpaired by the within merger, and the corporate identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of CBC NV shall be merged into CBC RI, and CBC RI shall be fully vested with each of the foregoing.

2. Effective Date of Merger and Agreement. CBC NV and CBC RI intend for the merger contemplated by this Agreement to effectuate a so-called re-incorporation, whereby a corporation changes its state of domesticity (in this case from Nevada to Rhode Island) with the survivor of the merger (CBC RI in this case) succeeding to both the Employer Identification Number ("EIN") and Subchapter S-Election of the non-survivor of the merger (CBC NV in this case) such that CBC RI shall not need to apply for a new EIN or make a new Subchapter S-Election instead only notify the Internal Revenue Service of the within re-incorporation. The effective date of this Agreement and of the merger contemplated hereunder shall be as of September 27, 2013 (the "Effective Date of Merger"). On the Effective Date of Merger, the separate existence of CBC NV, excepting only those matters which may be continued by statute, shall cease, and CBC NV and CBC RI shall become a single corporation, namely CBC RI (the "Surviving Corporation").

3. Bylaws of Surviving Corporation. The bylaws of CBC RI as they exist on the Effective Date of Merger shall be and remain the bylaws of the Surviving Corporation until they shall be respectively altered, amended, or repealed.

4. Directors and Officers of Surviving Corporation. The names and addresses of the initial directors and officers of the Surviving Corporation, who shall hold office until their successors are duly elected and qualified, are as follows:

Director:	Richard R. Chartier
President:	Richard R. Chartier
Vice President:	None
Treasurer:	Richard R. Chartier
Secretary:	Richard R. Chartier

5. Manner of Converting Shares of CBC NV into Shares of Surviving Corporation. The issued and outstanding shares of stock of CBC NV shall, as of the Effective Date of Merger, cease to exist pursuant to Rhode Island General Laws Section 7-1.2-1005, subject only to any rights under Rhode Island General Laws Sections 7-1.2-1201 and 7-1.2-1202, if any. The issued and outstanding shares of stock of CBC NV shall be converted into shares of Surviving Corporation such that each such share of CBC NV shall be converted into and exchanged for One (1) share of Surviving Corporation. After the Effective Date of Merger, each holder of stock of CBC NV shall surrender all such shares of stock in CBC NV to Surviving Corporation and shall be issued new certificates for shares of stock in Surviving Corporation in accordance with the above referenced conversion formula.

6. Miscellaneous Provisions.

6.1. Pursuant to Nevada Revised Statutes Chapter 92A.120 and Rhode Island General Laws Section 7-1.2-1002, this Agreement and the merger contemplated hereunder have been adopted by the unanimous affirmative vote of the stockholders and directors of CBC NV and CBC RI entitled to vote thereon. A copy of this Agreement together with a copy of Nevada Revised Statutes Chapter 92A.120 and Rhode Island General Laws Section 7-1.2-1002 has been provided to each stockholder of CBC NV and of CBC RI. Said stockholders of both CBC NV and CBC RI have duly authorized execution of duplicate original Articles of Merger by the President of each said corporation, and the filing of Articles of Merger with the Nevada Secretary of State and the Rhode Island Secretary of State. Said stockholders of both CBC NV and CBC RI have also duly authorized their respective officers to take such further action and to expend such funds as may be reasonably necessary to effectuate the transactions contemplated by this Agreement.

6.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger contemplated hereunder by action of the stockholders of CBC NV or by action of the stockholders of CBC RI.

6.3. On the Effective Date of Merger, Surviving Corporation shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of CBC NV, all of the foregoing as provided by Rhode Island General Laws Sections 7-1.2-1005 and 7-1.2-1006.

6.4. Surviving Corporation hereby ratifies and confirms that its registered agent and registered office for service of process shall be as follows:

Orson and Brusini Ltd.
144 Wayland Avenue
Providence, RI 02906

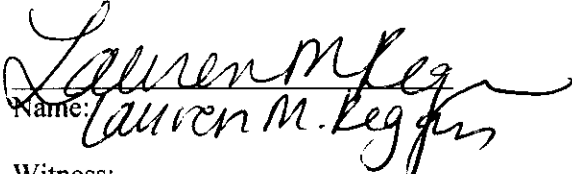
6.5. Surviving Corporation shall pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the within merger.

6.6. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized president of CBC NV and CBC RI on the day and date first above written.

Witness:

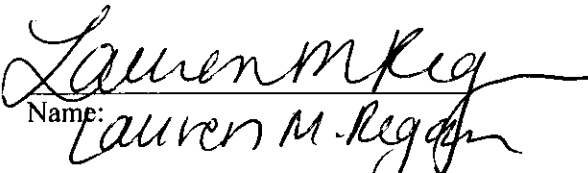
Chartier Building Company, Inc., a Nevada corporation



Name: Lauren M. Regan

By: 
Richard R. Chartier, President

Witness:

Chartier Building Company, Inc., a Rhode Island corporation


Name: Lauren M. Regan

By: 
Richard R. Chartier, 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

