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ID Number: 000008745



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

SECRETARY OF STATE
CORPORATIONS DIV
2014 DEC 29 PM 1:56

ARTICLES OF MERGER OR CONSOLIDATION INTO

Frank Dupuis Company

(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 4 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Frank Dupuis Company (Business Corporation, Rhode Island) and All-Energy Services LLC (Limited Liability Company, 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 Frank Dupuis Company 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 January 1, 2015

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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By 239336
A.A. 1:56 p.m.

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.

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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.

.....
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.

Frank Dupuis Company
_____ Print Entity Name

By: Marc A. Dupuis **Marc A. Dupuis** **Vice President**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

All-Energy Services, LLC
_____ Print Entity Name

By: Marc A. Dupuis **Marc A. Dupuis** **Member**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER

This PLAN OF MERGER (Plan of Merger"), dated this 29th day of DECEMBER, 2014 by and between All-Energy Services, LLC, a Rhode Island Limited Liability Company and Frank Dupuis Company, a Rhode Island Corporation, are hereinafter collectively referred to as the "Constituent Corporations."

This Plan of Merger is being entered into pursuant to R.I.G.L. Sec. 7-16-60 and 7-1.2-1002.

NOW, THEREFORE, in consideration of the premises and the representations contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

ARTICLE I

THE MERGER

Section 1.1. THE MERGER. All-Energy Services LLC shall be merged with and into Frank Dupuis Company and a separate corporate existence of All-Energy Services, LLC shall cease. Frank Dupuis Company shall be the Surviving Corporation and shall continue its corporate existence under the laws of the State of Rhode Island. The name of the Surviving Corporation shall be Frank Dupuis Company.

Section 1.2. CERTIFICATE OF INCORPORATION AND BY-LAWS. The Certificate of Incorporation of Frank Dupuis Company will not be amended nor shall the By-Laws of the Surviving Corporation.

Section 1.3. OFFICERS. The Officers of the Surviving Corporation shall be the Officers at the Effective Time of the merger.

Section 1.4. EFFECTIVE TIME. On January 1, 2015, after the filing of the Articles of Merger with the Rhode Island Secretary of State, the merger shall become effective. The Surviving Corporation shall be Frank Dupuis Company.

ARTICLE II

STOCK and MEMBER INTERESTS

Section 2.1 Member interests in All-Energy Services, LLC are proportionate to the ownership percentage in the surviving corporation.

GOVERNING LAW

Section 3.1 The Plan of Merger shall be governed by the laws of the State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized as of the first date written above

All-Energy Services, LLC

By: Marc A. Dupuis
Name: Marc A. Dupuis
Title: Member
Date: 12/29/14

Frank Dupuis Company

By: Marc A. Dupuis
Name: Marc A. Dupuis
Title: Vice President
Date: 12/29/14



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

