

Filing Fee: See Instructions

ID Number: 11657864



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

2015 DEC -7 PM 2:43

ARTICLES OF MERGER OR CONSOLIDATION INTO

R.I.S.A.T., LLC

(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
R.I.S.A.T., LLC	Limited Liability Company	Rhode Island
1625 Diamond Hill, 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 R.I.S.A.T., LLC 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 _____

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 A.A. 2:43 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:

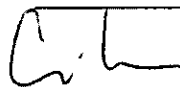
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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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.

R.I.S.A.T., LLC

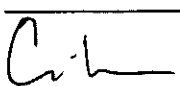
Print Entity Name

By:  Christopher L. Howard, Vice President and Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

1625 Diamond Hill, LLC

Print Entity Name

By:  Christopher L. Howard, Vice President and Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER OF
1625 DIAMOND HILL, LLC
(a Rhode Island limited liability company)

with and into

R.I.S.A.T., LLC
(a Rhode Island limited liability company)

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of this 3rd day of December, 2015, by and between **1625 Diamond Hill, LLC**, a Rhode Island limited liability company (the "Merging Entity") and **R.I.S.A.T., LLC**, a Rhode Island limited liability company (the "Surviving Entity").

WHEREAS, the sole member of the Merging Entity and Surviving Entity has determined that it is in the best interest of each company to effect the Merger, as defined below, provided for herein upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto adopt this Plan of Merger and agree as follows:

1. Subject to the terms and conditions of this Plan of Merger, Merging Entity shall be merged with and into Surviving Entity, and the separate limited liability company existence of Merging Entity shall thereupon cease (collectively, the "Merger"). The corporate identity, existence, powers, rights and immunities of Surviving Entity shall continue unimpaired by the Merger, and Surviving Entity shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Merging Entity, all without further act or deed. Surviving Entity shall continue to be governed by the laws of the State of Rhode Island.


2. At the Effective Time, the outstanding limited liability company interests of the Surviving Entity immediately prior to the Merger shall remain outstanding and unchanged, and the outstanding limited liability company interests of Merging Entity immediately prior to the Merger shall be cancelled.

3. The Merger shall become effective upon filing the Articles of Merger with the Rhode Island Secretary of State (the "Effective Time").

[Signatures on Following Page]


IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first set forth above.

1625 DIAMOND HILL, LLC

By: 

Christopher L. Howard
Vice President and Secretary

R.I.S.A.T., LLC

By: 

Christopher L. Howard
Vice President and Secretary



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

