

Filing Fee: See Instructions

ID Number: 14414



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 15 2009

By gmd 1223
29-106/55

ARTICLES OF MERGER OR CONSOLIDATION INTO

CVS PHARMACY, 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:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
CVS Pharmacy, Inc.	business corporation	Rhode Island
CVS VA Distribution, Inc.	business corporation	Virginia

- 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 CVS Pharmacy, 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:

- 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, 2010 at 12:04 a.m.

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.

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.

CVS PHARMACY, INC.

Print Entity Name



Assistant Secretary

By: _____
Name of person signing Title of person signing

Melanie K. Luker

By: _____
Name of person signing Title of person signing

CVS VA DISTRIBUTION, INC.

Print Entity Name



Assistant Secretary

By: _____
Name of person signing Title of person signing

Melanie K. Luker

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 3rd day of December, 2009 between CVS PHARMACY, INC., a Rhode Island corporation (the "Surviving Corporation"), and CVS VA DISTRIBUTION, INC., a Virginia corporation (the "Merged Corporation") (hereinafter the Merged Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of ten thousand (10,000) shares of Common Stock, no par value, of which one thousand eight hundred eighty and 277/1000 (1,880.277) shares have been duly issued and are now outstanding; and

WHEREAS, CVS Caremark Corporation (the "Sole Shareholder") owns all of the issued and outstanding shares of the Surviving Corporation; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the Commonwealth of Virginia; and

WHEREAS, the Merged Corporation has authorized capital stock consisting of one hundred (100) shares of Common Stock, no par value, of which one hundred (100) shares have been duly issued and are now outstanding; and

WHEREAS, CVS of DC and VA, Inc. ("CVS of DC") owns all of the issued and outstanding shares of the Merged Corporation; and

WHEREAS, prior to the Effective Time (as defined below) of the merger contemplated hereunder, CVS of DC, which is the sole shareholder of the Merged Corporation, will merge with and into the Surviving Corporation in a transaction that is treated, for federal income tax purposes only, as a merger under Section 368(a)(1)(A) of the Internal Revenue Code (hereinafter, the "CVS of DC Merger"), and as a result the Surviving Corporation thereby shall become the sole shareholder of the Merged Corporation; and

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable and in the best interests of the respective Constituent Corporations and their respective shareholders that the Merged Corporation be merged with and into the Surviving Corporation under and pursuant to Section 13.1-716 of the Virginia Stock Corporation Act and Section 7-1.2-1006 of the Rhode Island Business Corporation Act, in a transaction that is treated, for federal income tax purposes only, as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

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NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the Surviving Corporation, in a transaction that is treated, for federal income tax purposes only, as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

2. Terms and Conditions. At the Effective Time of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows:

(a) Each share of the Common Stock of the Merged Corporation issued and outstanding at the Effective Time of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) Each share of the Common Stock of the Surviving Corporation issued and outstanding at the Effective Time of the merger shall remain issued and outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Time of the merger, shall continue to be the Articles of Incorporation of said Surviving Corporation following the Effective Time of the merger, until further amended pursuant to the provisions of the Rhode Island Business Corporation Act.

5. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Time of the merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the Effective Time of the merger.

6. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation, as in effect at the Effective Time of the merger, shall continue to be its By-laws following the Effective Time of the merger.

7. Directors and Officers. The directors and officers of the Surviving Corporation at the Effective Time of the merger shall continue as the directors and officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been duly elected and appointed.

8. Approvals. This Agreement requires the approval of the board of directors and sole shareholder of the Merged Corporation (and ratified by the Surviving Corporation, as successor sole shareholder of the Merged Corporation) pursuant to Section 13.1-718 of the Virginia Stock Corporation Act and the approval of the board of directors and sole shareholder of the Surviving Corporation pursuant to Sections 7-1.2-1001 and 7-1.2-1002 of the Rhode Island Business Corporation Act, which approvals have been obtained.

9. Effective Time of the Merger.

(a) This Agreement and the merger shall become effective at 12:04 a.m. on January 1, 2010 (the "Effective Time").

(b) The legal identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Rhode Island and, insofar as applicable, by the merger provisions of the Virginia Stock Corporation Act.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

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IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by the respective boards of directors and shareholders of the Constituent Corporations has caused this Agreement to be executed by its duly authorized officers.

ATTEST:



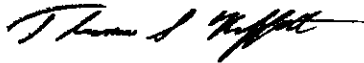
Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS PHARMACY, INC.
(a Rhode Island corporation)



By: _____
Name: Zenon P. Lankowsky
Title: Vice President

ATTEST:



Name: Thomas S. Moffatt
Title: Secretary

CVS VA DISTRIBUTION, INC.
(a Virginia corporation)



By: _____
Name: Zenon P. Lankowsky
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. RALPH MOLLIS

Secretary of State

