

Filing Fee: See Instructions

ID Number: 485912



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 22 2009

By [Signature]
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ARTICLES OF MERGER OR CONSOLIDATION INTO

Earth Friendly Energy Group, 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
SolarWrights, Inc. 130781	Corporation	Rhode Island
Earth Friendly Energy Group, Inc.	Corporation	Delaware

- 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 Earth Friendly Energy Group, Inc.

which is to be governed by the laws of the state of Delaware

- 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:
28 Wolcott Street, Providence, RI 02908

- 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.

- 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 SolarWrights, Inc.
- 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) November 20, 2009

- 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:

- 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.

SolarWrights, Inc.

Print Entity Name

By: [Signature] Treasurer and Chief Financial Officer
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Earth Friendly Energy Group, Inc.

Print Entity Name

By: [Signature] Treasurer and Chief Financial Officer
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, dated December 21, 2009, is between EARTH FRIENDLY ENERGY GROUP, INC., a Delaware corporation (the "Surviving Corporation") and SOLARWRIGHTS INC., a Rhode Island corporation (the "Merged Corporation").

WHEREAS, the Surviving Corporation is a Delaware corporation, its Certificate of Incorporation having been filed in the office of the Secretary of State of Delaware on August 20, 2008; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of 3,000 shares of \$0.01 par value common stock; and

WHEREAS, the Merged Corporation is a Rhode Island corporation, its Articles of Incorporation having been filed in the office of the Secretary of State of Rhode Island on March 17, 2003; and

WHEREAS, the Merged Corporation has authorized capital stock of 10,000 shares of no par value common stock; and

WHEREAS, all of the issued and outstanding shares of the Merged Corporation are held by the Surviving Corporation; and

WHEREAS, the Board of Directors of the Surviving Corporation and the Board of Directors of the Merged Corporation deem it advisable that the Merged Corporation and the Surviving Corporation merge in accordance with the terms of this Agreement and Plan of Merger, and such Boards of Directors have duly approved and authorized this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Delaware and the laws of the State of Rhode Island permit such a merger, and the Merged Corporation and the Surviving Corporation desire to merge under and pursuant to the provisions of the laws of the State of Delaware and the State of Rhode Island.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that the Merged Corporation shall be, and it hereby is, merged into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name of Surviving Corporation. The corporate existence of the Surviving Corporation shall continue under the name of Earth Friendly Energy Group, Inc.

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Section 2. Purposes of Surviving Corporation. The purposes set forth in the Certificate of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation.

Section 3. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement and Plan of Merger and/or the merger contemplated hereby.

Section 4. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation, as they shall exist on the effective date of the merger, shall be and remain and continue to be the Bylaws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

Section 5. Directors and Officers. Persons who are directors and/or officers of the Surviving Corporation on the effective date of the merger contemplated hereby shall be and remain and continue to be such directors and/or officers of the Surviving Corporation until their respective successors are duly named and qualified.

Section 6. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective on December 31, 2009, provided that: (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island, and (ii) the Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and filed in the office of the Secretary of State of Rhode Island.

(b) For purposes of the laws of the State of Delaware, this Agreement and Plan of Merger and the merger herein provided for shall become effective, and the separate existence of the Merged Corporation shall cease except insofar as it may be continued by statute or operation of law, at the start of business on December 31, 2009, provided that: (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Delaware, and (ii) Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and filed in the office of the Secretary of State of Delaware.

Section 7. Manner and Basis of Converting Shares. Immediately upon the effective date and effective time of the merger, all of the outstanding shares of the capital stock of the Merged Corporation, all of which are held by the Surviving Corporation, shall be cancelled without consideration, and no shares of the common stock of the Surviving Corporation shall be issued to in respect thereof.

Section 8. Effect of Merger. Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all rights, property, assets, privileges, powers and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Merged Corporation and the Surviving Corporation, and all of the foregoing of the Merged Corporation shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed;

(b) The Surviving Corporation shall be vested with all assets and property, real, personal, or mixed, and all debts due to the Merged Corporation and the Surviving Corporation on whatever account as well as all other causes in action belonging to the Merged Corporation or the Surviving Corporation; and

(c) All property, rights, privileges, powers and franchises of the Merged Corporation and the Surviving Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merged Corporation and the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Merged Corporation shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it. Title to any real estate vested in either of the Surviving Corporation or the Merged Corporation shall not in any way be impaired by reason of the merger contemplated hereby.

(d) The corporate 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. The separate corporate existence of the Merged Corporation shall cease, except insofar as it may be continued by statute or operation of law.

Section 9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Merged Corporation and the Surviving Corporation shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 8 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts shall be deemed to be an original instrument.

Section 10. Abandonment of Merger. This Agreement and Plan of Merger shall be submitted to the Board of Directors of the Merged Corporation and to the Board of Directors of the Surviving Corporation as provided by the applicable laws of the State of Delaware, and upon the approval

and adoption thereof, in the manner provided by such laws, by the Board of Directors of the Merged Corporation and by the Board of Directors of the Surviving Corporation, shall be deemed and taken to be the Agreement and Plan of Merger and act of merger of the Constituent Corporations; provided, however, that anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective without further action or approval by mutual consent of the Boards of Directors of the Merged Corporation and the Surviving Corporation.

Section 11. Service of Process. Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Merged Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporation against the Surviving Corporation. The Surviving Corporation shall irrevocably appoint the Secretary of State of the State of Rhode Island as its agent upon whom may be served any notice, process or pleading in any such action or proceeding; provided, however, that such appointment shall not be effective until the merger herein contemplated becomes effective. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Rhode Island is 17 Burnside Street, Bristol, Rhode Island 02809 until the Surviving Corporation shall designate in writing to the Secretary of State a different address for such purpose.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

SURVIVING CORPORATION:

EARTH FRIENDLY ENERGY GROUP, INC.

By: 

Paul Raducha
Treasurer and Chief Financial
Officer

MERGED CORPORATION:

SOLARWRIGHTS INC.

By: 

Paul Raducha
Treasurer and Chief Financial
Officer



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 21, 2009

TO WHOM IT MAY CONCERN:

Re: SolarWrights Inc.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER CORPORATION IS NON-SURVIVOR

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Very truly yours,

David M. Sullivan
David M. Sullivan
Tax Administrator

Charles J. Larocque
Charles J. Larocque
Chief Revenue Agent
Corporations



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

