

Filing Fee: See Instructions

ID Number: 49005



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

FILED

JUL 29 2011

ARTICLES OF MERGER OR CONSOLIDATION INTO

ABANCO INVESTORS LTD., LLC

(Insert full name of surviving or new entity on this line.)

BY sm 12-08
29-149442

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
Abanco Investments Ltd.	limited partnership	RHODE ISLAND
Abanco Investors Ltd., LLC	limited liability company	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: Abanco Investors Ltd., LLC
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 c/o Brandywine Trust Company, 7234 Lancaster Pike, Suite 300-A, Hockessin, DE 19707
- 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 The merger shall become effective on July 31, 2011.
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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.

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.

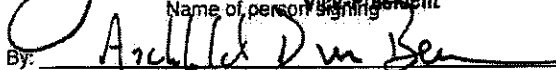
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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- 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:
c/o Brandywine Trust Company, 7234 Lancaster Pike, Suite 300-A, Hockessin, DE 19707
- 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.

ABANCO INVESTMENTS LTD.

Brandywine Managers, LLC		Ent Entity Name
By: 	General Partner	
	By: John A. Ciccarone	Brandywine Managers, LLC as General Partner
	Vice-President	Title of person signing
By: 		vB Managers, LLC as General Partner
	Name of person signing	Title of person signing

ABANCO INVESTORS LTD., LLC

Brandywine Managers, LLC		Ent Entity Name
By: 	General Partner	
	By: John A. Ciccarone	Authorized Person
	Vice-President	Title of person signing
By: _____	Name of person signing	Title of person signing

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.

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- 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.

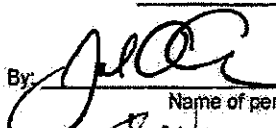
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- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
c/o Brandywine Trust Company, 7234 Lancaster Pike, Suite 300-A, Hockessin, DE 19707
- 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.

ABANCO INVESTMENTS LTD.

<u>Brandywine Managers, LLC</u> Entity Name	
By: 	<u>General Partner</u>
By: <u>John A. Ciccarone</u>	<u>Brandywine Managers, LLC as General Partner</u>
Name of person signing	Title of person signing
By: <u>Barbara van Buren</u>	<u>vB Managers, LLC as General Partner</u>
Name of person signing	Title of person signing

ABANCO INVESTORS LTD., LLC

<u>Brandywine Managers, LLC</u> Entity Name	
By: 	<u>General Partner</u>
By: <u>John A. Ciccarone</u>	<u>MANAGER</u>
Name of person signing	Authorized Person
By: _____	_____
Name of person signing	Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of July 31, 2011 between ABANCO INVESTORS LTD., LLC, a Delaware limited liability company (hereinafter referred to as the "Survivor") and ABANCO INVESTMENTS LTD., a Rhode Island limited partnership (hereinafter referred to as the "Non-Survivor") (the Non-Survivor and the Survivor are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Survivor is duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Non-Survivor is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the General Partners of the Non-Survivor and the Members of the Survivor deem it advisable and in the best interests of the two parties and their respective partners and members that the Non-Survivor be merged into the Survivor under and pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 7-13-68 of the Rhode Island Uniform Limited Partnership Act.

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

1. Merger. The Non-Survivor shall merge with and into the Survivor, which shall be the surviving entity.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Non-Survivor shall cease, and the Survivor shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Non-Survivor, without the necessity for any separate transfers. The Survivor shall thereafter be responsible and liable for all liabilities and obligations of the Non-Survivor, and neither the rights of creditors nor any liens on the property of the Non-Survivor shall be impaired by the merger.

3. Conversion of Ownership Interests. The manner and basis of converting the ownership interests of the Non-Survivor into ownership interests of the Survivor are as follows:

(a) By virtue of the merger, and without any further action by the Constituent Entities, an equal number of units (including fractional units) of membership interest in Survivor shall be exchanged for the units of partnership interest of the Non-Survivor issued and outstanding on the effective date of the merger (including fractional interests).

(b) The units of partnership interest of the Non-Survivor shall be cancelled, and no payment shall be made with respect thereto.

4. Certificate of Formation. The Certificate of Formation of the Survivor, as in effect on the date of the merger, shall continue to be the Certificate of Formation of said Survivor following the effective date of the merger, until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Act.

5. Limited Liability Company Agreement of Survivor. The Limited Liability Company Agreement of the Survivor (the "LLC Agreement") shall continue to be its Limited Liability Company Agreement following the effective date of the merger.

6. Purpose of Survivor. The purpose of the Survivor, as in effect on the date of the merger, shall continue in full force and effect as the purpose of the Survivor following the effective date of the merger.

7. Officers. The Officers of the Survivor on the effective date of the merger shall continue as the Officers of the Survivor following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Employer Identification Number. The employer identification number of the Non-Survivor shall be assumed by and continued in the Survivor.

9. Approvals. This Agreement requires the joint approval of the General Partners and a majority of the Limited Partners of the Non-Survivor in accordance with the provisions of Chapter 7-13-68(b)(1)(i) and (ii) of the Rhode Island Uniform Limited Partnership Act, and the approval of a majority of the members of the Survivor pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

10. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the later of the filing of the Certificate of Merger with the Delaware Secretary of State and the filing of the Articles of Merger with the Rhode Island Secretary of State.

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

11. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute a single instrument.

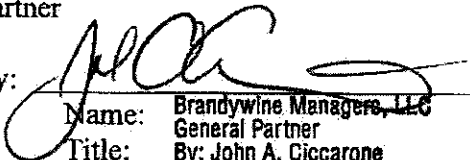
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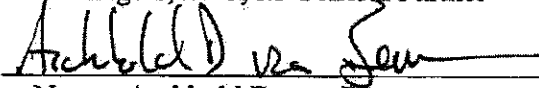
IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective General Partners and Members of the Constituent Entities, has caused this Agreement to be executed by its respective General Partners and Members.

**ABANCO INVESTMENTS LTD.
(a Rhode Island limited partnership)**

By: Brandywine Managers, LLC, its General Partner

By: 
Name: Brandywine Managers, LLC
General Partner
By: John A. Ciccarone
Title: Vice-President

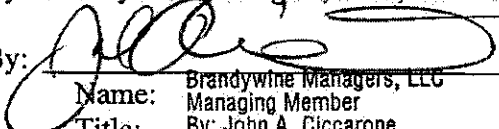
By: vB Managers, LLC, its General Partner

By: 
Name: Archbold D. van Beuren
Title: Manager

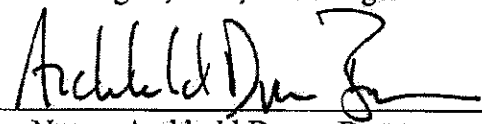
By: _____
Name: Barbara van Beuren
Title: Manager

**ABANCO INVESTORS LTD., LLC
(a Delaware limited liability company)**

By: Brandywine Managers, LLC, its Manager

By: 
Name: Brandywine Managers, LLC
Managing Member
By: John A. Ciccarone
Title: Vice-President

By: vB Managers, LLC, its Manager

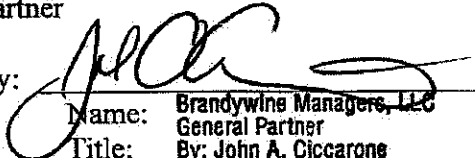
By: 
Name: Archbold D. van Beuren
Title: Manager

By: _____
Name: Barbara van Beuren
Title: Manager

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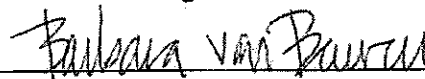
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(a Rhode Island limited partnership)**

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By: 
Name: Brandywine Managers, LLC
General Partner
Title: By: John A. Ciccarone
Vice-President

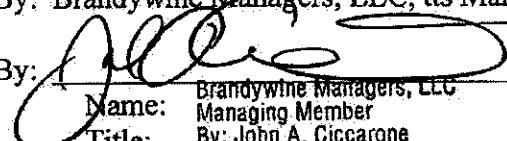
By: vB Managers, LLC, its General Partner

By: _____
Name: Archbold D. van Beuren
Title: Manager

By: 
Name: Barbara van Beuren
Title: Manager

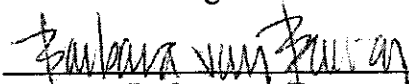
**ABANCO INVESTORS LTD., LLC
(a Delaware limited liability company)**

By: Brandywine Managers, LLC, its Manager

By: 
Name: Brandywine Managers, LLC
Managing Member
Title: By: John A. Ciccarone
Vice-President

By: vB Managers, LLC, its Manager

By: _____
Name: Archbold D. van Beuren
Title: Manager

By: 
Name: Barbara van Beuren
Title: Manager