**Filing Fee:** ***See Instructions*** **ID Number:** 75220

# 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

2011 DEC 30 AM 10:05

## ARTICLES OF MERGER OR CONSOLIDATION INTO

ARKWEAR, 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 |
|---|---|---|
| Arkwear, Inc. | Business Corporation | Rhode Island |
| 101592 Bite Me Live Bait, Company | Business Corporation | 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 **Arkwear, 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:
**N/A**

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, 2012**

**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** 159677

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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.

**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.

**ARKWEAR, INC.**
Print Entity Name

By: ______________________ **Jeffrey A. Marlowe, President**
Name of person signing | Title of person signing

By: ______________________ **Jeffrey A. Marlowe, Vice President**
Name of person signing | Title of person signing

**Bite Me Live Bait Company**
Print Entity Name

By: ______________________ **Jeffrey A. Marlowe, President**
Name of person signing | Title of person signing

By: ______________________ **Jeffrey A. Marlowe, Vice President**
Name of person signing | Title of person signing

# PLAN OF MERGER

Plan of Merger dated December 28, 2011 between Arkwear, Inc, hereinafter sometimes called the surviving corporation, and Bite Me Live Bait, Company, hereinafter sometimes called the absorbed corporation.

## RECITALS

A. Arkwear, Inc is a corporation duly organized and existing under the laws of the State of RI, with its principal office located in Newport, RI.

B. Arkwear, Inc has a capitalization of 600 authorized shares of common stock, having a par value of one dollar ($1.00) per share, of which 100 shares are issued and outstanding.

C. Bite Me Live Bait Company is a corporation duly organized and existing under the laws of the State of RI, with its principal office located in Newport, RI.

D. Bite Me Live Bait Company has a capitalization of 600 authorized shares of common stock, having a par value of One Dollar ($1.00) per share, of which 100 shares are issued and outstanding.

E. The shareholders of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Bite Me Live Bait Company be merged into Arkware, Inc, in accordance with the provisions of RIGL 7-1.1-1 et seq.

## SECTION ONE
## MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows: Bite Me Live Bait Corporation shall merge with and into Arkwear, Inc which shall be the surviving corporation.

## SECTION TWO
## TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither of the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**SECTION THREE**
**CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares, obligations, and other securities of the surviving corporation is as follows:

(a) Each share of the common stock of Bite Me Live Bate Company issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Arkwear, Inc, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

**SECTION FOUR**
**ARTICLES OF INCORPORATION**

The articles of incorporation of Arkwear, Inc shall continue to be its articles of incorporation following the effective date of the merger.

**SECTION FIVE**
**BYLAWS**

The bylaws of Arkwear, Inc shall continue to be its bylaws following the effective date of the merger.

**SECTION SIX**
**LIMITATIONS ON BUSINESS ACTIVITES**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

**SECTION SEVEN**
**APPROVAL OF SHAREHOLDERS**

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before December 31, 2011, or at such other time as the shareholders of the constituent corporations may agree.

## SECTION EIGHT
## EFFECTIVE DATE

The effective date of this merger shall be January 1, 2012.

## SECTION NINE
## EXECTUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, pursuant to the authorization of their respective shareholders on the date first written above.

Arkwear, Inc.

__________________________
Witness

By:______________________
Its: President

Bite Me Live Bait Company

__________________________
Witness

By:______________________
Its: President