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ID Number: 12595



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

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SECRETARY OF STATE
CORPORATIONS DIV
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ARTICLES OF MERGER OR CONSOLIDATION INTO

ELLIE & ROB REALTY CORP.

(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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include ELLIE & ROB REALTY CORP. and S.C. LIQUIDATING CORPORATION.

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 ELLIE & ROB REALTY CORP. 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:

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 Upon filing of these Articles

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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- 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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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.

S.C. LIQUIDATING CORPORATION

 Print Entity Name

By: Robert A. Ballinger Robert A. Ballinger, President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

ELLIE & ROB REALTY CORP.

 Print Entity Name

By: Robert A. Ballinger Robert A. Ballinger, President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER
ELLIE & ROB REALTY CORP.
and
S.C. LIQUIDATING CORPORATION

ELLIE & ROB REALTY CORP. ("E&R") and S.C. LIQUIDATING CORPORATION ("SCL"), both being Rhode Island business corporations, have agreed to merge in accordance with the provisions of Title 7, Chapter 1.1 of the General Laws of the State of Rhode Island (1956), as amended, and in accordance with the following plan:

1. E&R will acquire all of the outstanding shares of common stock of SCL and all of the tangible and intangible assets of SCL, and upon completion of the merger all of the shares of stock of SCL will be retired and cancelled.

2. SCL is not presently conducting business and has no outstanding obligations; however, to the extent any such business or obligation of SCL shall remain pending or shall arise in the future, E&R shall assume full responsibility for the same and shall be entitled to any benefits therefrom..

3. E&R will continue to be a corporate entity and will be deemed to be the surviving entity, and SCL will cease to be a corporate entity and will be deemed the absorbed entity.

4. Following completion of the merger any rights, interests, claims, real and tangible and intangible personal property and any other asset or benefit held by SCL, if any, shall be deemed to belong solely to E&R, and the proper officer of E&R shall be authorized to execute any instrument relating to the same.

5. The Articles of Incorporation, By-Laws, issued and outstanding shares of common stock, officers, principal office and other corporate policies and procedures of E&R shall not be affected by this merger, but the merger shall not prevent any future alteration, amendment or repeal of any of the same.

6. This plan of merger was approved by One Hundred (100%) percent of the shareholders of both corporations and will become effective and complete upon filing of the Articles of Merger with the Rhode Island Secretary of State in accordance with Title 7, Article 1.1 of the General Laws of the State of Rhode Island, as amended.

This Plan of Merger was adopted on the 5th day of March, 2012.

ELLIE & ROB REALTY CORP.

S.C. LIQUIDATING CORPORATION

By: *Robert A. Ballinger*
Robert A. Ballinger, President

By: *Robert A. Ballinger*
Robert A. Ballinger, President