

Filing Fee: See Instructions

ID Number: 5305



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

2012 JUN 29 PM 3:11
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO

A.T. Cross Company

(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 A.T. Cross Company and Cross Retail Ventures, Inc.

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 A.T. Cross Company 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 The effective time of the merger shall be 11:59 p.m. June 30, 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 [Signature]

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 Cross Retail Ventures, 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) Mailing of the plan of merger was waived by the sole shareholder. See Plan of Merger.

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.

.....  
**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.

A. T. Cross Company

Print Entity Name

By:

*Dial G. White*

President

Name of person signing

Title of person signing

By:

Name of person signing

Title of person signing

Cross Retail Ventures, Inc.

Print Entity Name

By:

*Charles S. Miller*

President

Name of person signing

Title of person signing

By:

Name of person signing

Title of person signing

## Plan of Merger

THIS PLAN OF MERGER made and entered into this 29<sup>th</sup> day of June, 2012, between A. T. CROSS COMPANY, a Rhode Island corporation ("AT CROSS"), and CROSS RETAIL VENTURES, INC., a Rhode Island corporation ("CRV", and together with AT CROSS, sometimes referred to as the "merging corporations").

### Recitals:

AT CROSS owns all of the issued and outstanding shares of CRV's common capital stock, par value \$0.001 per share ("CRV Common Stock"). AT CROSS deems it advisable and generally to the advantage and welfare of the merging corporations that CRV merge with and into AT CROSS under and pursuant to the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended.

### Agreements:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. CRV shall be and hereby is merged into AT CROSS as of the Effective Time.
2. Effective Time. This Plan of Merger shall become effective at 11:59 p.m. on June 30, 2012 (the time of such effectiveness, the "Effective Time").
3. Surviving Entity. AT CROSS shall survive the merger herein contemplated and shall continue to be governed by the laws of the Rhode Island, but the separate corporate existence of CRV shall cease forthwith upon the Effective Time.
4. Waiver of Mailing of Plan of Merger. To the extent that mailing of the Plan of Merger to the sole shareholder of CRV is required by R.I.G.L. §7-1.2-1004(d), such requirement is waived by AT CROSS.
5. Articles of Incorporation. The Articles of Incorporation of AT CROSS as in effect prior to the Effective Time shall be the Articles of Incorporation of AT CROSS

immediately following the Effective Time, and shall be unchanged by virtue of the merger.

6. Bylaws of AT CROSS The Bylaws of AT CROSS as in effect prior to the Effective Time shall be the Bylaws of AT CROSS immediately following the Effective Time, without amendment by virtue of the merger, unless and until the same be amended in accordance with the provisions thereof.

7. Effect of the Merger. Upon the Effective Time and subsequently, AT CROSS shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares or other interests, all other choses in action, and all and every other interest of or belonging to or due to each of the merging corporations, is taken and deemed to be transferred to and vested in AT CROSS without further act or deed; and the title to any real estate, or any interest in real estate, vested in either merging entity will not revert or be in any way impaired because of the merger. AT CROSS shall be subsequently responsible and liable for all the liabilities and obligations of each of the merging corporations; and any claim existing or action or proceeding pending by or against either entity merging hereunder may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted as the named party thereto. Neither the rights of creditors nor any liens upon the property of any merging entity is impaired by the merger.

8. Further Assurances. If at any time AT CROSS shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to AT CROSS any right, title, or interest of CRV held immediately prior to the Effective Time, CRV and its proper officers shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in AT CROSS as shall be necessary to carry out the purposes of this Plan of Merger, and AT CROSS and the proper officers thereof are fully authorized to take any and all such action in the name of CRV or otherwise.

9. Retirement of CRV Common Stock. Forthwith upon the Effective Time, the CRV Common Stock held by AT CROSS immediately prior to the Effective Time shall be retired and cease to exist.

10. Book Entries; Tax Free Reorganization. The merger contemplated hereby shall be treated, on the books and records of the constituent corporations, in such manner as, with the advice of the accountants for AT CROSS, will be most advantageous to such corporations. The merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

11. Directors and Officers. The Board of Directors and officers of AT CROSS serving on the Effective Time will continue to be the Directors and officers of AT CROSS after the Effective Time, without change by virtue of the merger. Any such Directors and officers shall hold office from the Effective Time until their successors shall be appointed.

12. Termination. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of AT CROSS at any time prior to the Effective Time.

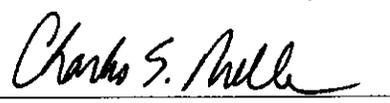
IN WITNESS WHEREOF, each of the merging corporations, pursuant to authority duly granted by its Board of Directors, has caused this Plan to be executed by its authorized officer.

A. T. CROSS COMPANY

By: 

David G. Whalen, President

CROSS RETAIL VENTURES, INC.

By: 

Charles S. Mellen, 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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

