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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 25 2012

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2012 JUL 25 AM 10:28

ARTICLES OF MERGER OR CONSOLIDATION INTO
CAPALBO'S WASTE SERVICES, INC.

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

BY [Signature] 10:28
29-175546

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
GREASECO, INC.	Corporation	Florida
JOE-LINS GREASECO, INC.	Corporation	Florida

- 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 CAPALBO'S WASTE SERVICES, 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:

- 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:

George A. Comolli, Esquire - 15 Franklin Street, Westerly, RI 02891

- 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

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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.

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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.

GREASECO, INC.
Print Entity Name

By: Linda Capalbo _____
Name of person signing President Title of person signing

By: Joe Capulbo _____
Name of person signing Title of person signing

JOE-LINS GREASECO, INC.
Print Entity Name

By: [Signature] _____
Name of person signing President Title of person signing

By: Linda Capalbo _____
Name of person signing Title of person signing

MERGER AGREEMENT

Agreement made this 6th day of July, 2012 by and between CAPALBO'S WASTE SERVICES, INC., a Rhode Island corporation recently formed on March 15, 2012, and authorized to do business in the State of Rhode Island with a principle office of 235 Westerly-Bradford Road, Westerly, Rhode Island (hereinafter referred to as "CAPALBO WASTE") and JOE-LINS GREASECO, INC., a Florida corporation formed on the 4th day of March, 2011, Corporate Document No. P11000021525 and GREASECO, INC., a Florida corporation formed on March 1, 2011, Corporate Document No. P11000021522.

RECITALS

WHEREAS, CAPALBO'S WASTE SERVICES, INC. is a Rhode Island corporation and is authorized to issue 1000 shares, 100 shares owned by Joseph Capalbo and 100 shares owned by Linda Capalbo; and

WHEREAS, GREASECO, INC., a Florida corporation is authorized to issue 7,500 shares of common stock, but has issued only 100 shares to Linda Capalbo; and

WHEREAS, JOE-LINS GREASECO, INC. is a Florida corporation authorized to issue 7,500 shares of common stock and has issued 100 shares to Joseph Capalbo and Linda Capalbo as joint tenants with full right of survivorship; and

WHEREAS, Joseph and Linda Capalbo have moved their residence from

Florida to Rhode Island and what limited assets that were owned by JOE-LINS GREASECO, INC. and GREASECO, INC., used in their respective business in Florida, they wish to transfer to Rhode Island and use in their new business to be known as CAPALBO'S WASTE SERVICES, INC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Title 7, Chapter 1.1, Section 67 of the Rhode Island General Laws, the non-surviving Florida corporations shall be merged with the surviving Rhode Island corporation and will do business as CAPALBO'S WASTE SERVICES, INC.

**SECTION ONE
CAPALBO'S WASTE SERVICES, INC. TO BE SURVIVING
CORPORATION**

Both GREASECO, INC. and JOE-LINS GREASECO, INC., Florida corporations, shall be cease operation and shall merge with CAPALBO'S WASTE SERVICES, INC. upon the signing of this agreement, and all equipment owned by said corporation will be titled and vested in the name of CAPALBO'S WASTE SERVICES, INC. A list of that equipment is attached hereto as Exhibit "A".

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of CAPALBO'S WASTE SERVICES, INC. shall be 235 Westerly-Bradford Road, Westerly, Rhode Island, the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and the objects and purposes proposed to be

transacted, promoted and carried on by the corporation following the merger are as follows: "waste services, both commercial, residential and septic pumping in Rhode Island and Connecticut" and to transact any and all lawful business for which a corporation may be incorporated under the Rhode Island Corporation Act.

SECTION FOUR ARTICLES OF ORGANIZATION

The Articles of Incorporation of CAPALBO'S WASTE SERVICES, INC. have been filed as of this date and will be the official corporation duly formed and existing.

SECTION FIVE BYLAWS

The present Bylaws of CAPALBO'S WASTE SERVICES, INC. insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the directors shall remain the same. The directors are Joseph Capalbo and Linda Capalbo. The shareholders of CAPALBO'S WASTE SERVICES, INC. shall be 100 shares to Joseph Capalbo and 100 shares to Linda Capalbo. The President shall be Joseph Capalbo and Vice President, Secretary and Treasurer shall be Linda Capalbo.

SECTION SEVEN METHOD OF CONVERTING SHARES

Immediately upon this Agreement of Merger becoming effective, the stock as above-noted shall vest in the respective parties and the previous stock ownership of JOE-LINS GREASECO, INC. and GREASECO, INC. shall be rescinded and vacated.

**SECTION EIGHT
DIVIDENDS PRIOR TO MERGER**

Until this Agreement of Merger becomes effective or is abandoned the constituent corporation of both JOE-LINS GREASECO, INC. and GREASECO, INC., may pay dividends or issue 1099s for the respective shareholders as previously mentioned.

**SECTION NINE
ABANDONMENT OF MERGER**

Anything to the contrary herein notwithstanding, if the board of directors of CAPALBO'S WASTE SERVICES, INC., shall determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporation to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

IN WITNESS WHEREOF, the directors unanimously approved this merger, and all of the shareholders have approved this plan of merger, and have executed this Agreement under their respective corporate seals on the day and year first above written.

CAPALBO'S WASTE SERVICES, INC.

By: _____

JOSEPH CAPALBO, Owner of 100 shares

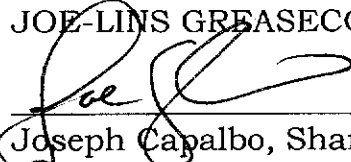
By: _____

LINDA CAPALBO, Owner of 100 shares

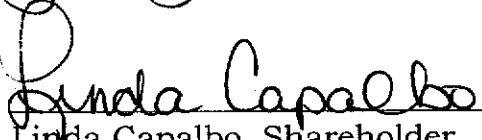
Vote of corporation shareholders of JOE-LINS GREASECO, INC., Joseph Capalbo and Linda Capalbo, owners of Stock Certificate No.: 1, which represents 100 shares, which are all the shares that were issued and all the vested shares of stock of JOE-LINS GREASECO, INC, hereby approve the Articles of Merger.

JOE-LINS GREASECO, INC.

By:


Joseph Capalbo, Shareholder

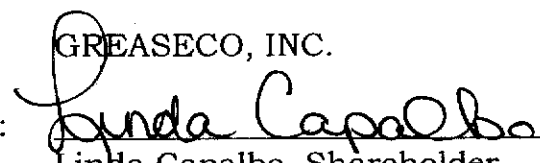
By:


Linda Capalbo, Shareholder

Vote of corporation shareholder of GREASECO, INC., Linda Capalbo, being the owner of Stock Certificate No.: 1, representing 100% of the 100 shares of GREASECO, INC. vested in her name, does hereby consent to the Articles of Merger.

GREASECO, INC.

By:


Linda Capalbo, Shareholder



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

