

17455

Filing Fee: \$50.00

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

**REAL PROPERTIES, INC.**

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See Plan of Merger Attached.

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

| <u>Name of Corporation</u>                | <u>Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class</u> |                         |
|---|-------------------------------------|------------------------------------|-------------------------|
|   |                                     | <u>Designation of Class</u>        | <u>Number of Shares</u> |
| New England Financial Group, Inc.         | 100                                 | Common                             | 100                     |
| NEFS, Inc.                                | 100                                 | Common                             | 100                     |
| 17453 The Westminster Group, Inc.         | 100                                 | Common                             | 100                     |
| 14012 Kates Properties Management Company | 100                                 | Common                             | 100                     |
| 33007 C.P. Ltd.                           | 100                                 | Common                             | 100                     |
| 19000 Real Properties, Inc.               | 100                                 | Common                             | 100                     |

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

| <u>Name of Corporation</u>          | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Number of Shares Entitled to Vote as a Class</u> |                  |                      |
|-------------------------------------|------------------------|----------------------------|---|------------------|----------------------|
|                                     |                        |                            | <u>Class</u>  | <u>Voted For</u> | <u>Voted Against</u> |
|                                     |                        |                            |   |                  |                      |
| New England Financial Group, Inc.   | 100                    | 0                          | Common  | 100              | 0                    |
| NEFS, Inc.                          | 100                    | 0                          | Common  | 100              | 0                    |
| The Westminster Group, Inc.         | 100                    | 0                          | Common  | 100              | 0                    |
| Kates Properties Management Company | 100                    | 0                          | Common  | 100              | 0                    |
| C.P. Ltd.                           | 100                    | 0                          | Common  | 100              | 0                    |
| Real Properties, Inc.               | 100                    | 0                          | Common  | 100              | 0                    |

FOURTH: Time merger to become effective (§ 7-1.1-69):

Immediately upon filing with the Secretary of State.

Dated December 29, 1985

SEE ATTACHED SHEET FOR SIGNATURES AND NOTARY ACKNOWLEDGEMENTS.

By .....

Its ..... President

and .....

Its ..... Secretary

By .....

Its ..... President

and .....

Its ..... Secretary

New England Financial Group, Inc.

By HS Kates  
President

By Stephen J. Carletto  
Secretary

NEFS, Inc.

By HS Kates  
President

By HS Kates  
Secretary

The Westminster Group, Inc.

By HS Kates  
President

By Stephen J. Carletto  
Secretary

Kates Properties Management Company

By HS Kates  
President

By Stephen J. Carletto  
Secretary

Real Properties, Inc.

By AS Kate  
President

By [Signature]  
Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared Henry E. Kate of Real Properties, Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed, individually and in his capacity as aforesaid, and the free act and deed of said Real Properties, Inc.

Margaret D. Farrell  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

C.P. Ltd.

By *He Kate*  
President

By *[Signature]*  
Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared *Henry E. Kato* of New England Financial Group, Inc., to me known and known by me to be the party executing the foregoing instrument, and *he* acknowledged said instrument, by *him* executed, to be *his* free act and deed, individually and in *his* capacity as aforesaid, and the free act and deed of said New England Financial Group, Inc.

*Margaret D. Farrell*  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared *Henry E. Kato* of NEFS, Inc., to me known and known by me to be the party executing the foregoing instrument, and *he* acknowledged said instrument, by *him* executed, to be *his* free act and deed, individually and in *his* capacity as aforesaid, and the free act and deed of said NEFS, Inc.

*Margaret D. Farrell*  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared Henry C Kates of The Westminster Group, Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by her executed, to be her free act and deed, individually and in her capacity as aforesaid, and the free act and deed of said The Westminster Group, Inc.

Margaret D. Farrell  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared Henry C Kates of Kates Properties Management Company, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by her executed, to be her free act and deed, individually and in her capacity as aforesaid, and the free act and deed of said Kates Properties Management Company.

Margaret D. Farrell  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 29<sup>th</sup> day of December, 1986, before me personally appeared Henry C Kates of C.P. Ltd., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by her executed, to be her free act and deed, individually and in her capacity as aforesaid, and the free act and deed of said C.P. Ltd.

Margaret D. Farrell  
Notary Public

MARGARET D. FARRELL, Notary Public  
State of R.I. and Providence Plantations  
My Commission Expires June 30, 1991

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is adopted pursuant to the provisions of Section 7-1.1-65 of the General Laws of Rhode Island, 1956, as amended, and relates to the merger of New England Financial Group, Inc., a Rhode Island corporation ("NEFG"), NEFS, Inc., a Rhode Island corporation ("NEFS"), The Westminster Group, Inc., a Rhode Island corporation ("Westminster"), Kates Properties Management Company, a Rhode Island corporation ("Management"), C.P. Ltd., a Rhode Island corporation ("C.P.") into Real Properties, Inc., a Rhode Island corporation ("Real").

### R E C I T A L S:

Each of the corporations executing this Agreement is a corporation organized and formed under the laws of the State of Rhode Island and operating various types of businesses. One Hundred percent (100%) of the issued and outstanding capital stock of NEFS, Real, Westminster, Management and C.P. is owned by NEFG. Each of the corporations party to this Agreement deems it advisable and in their respective best interests that they be merged into a single corporation and that Real be the surviving corporation.

NOW, THEREFORE, this Plan of Merger is adopted for purposes of inclusion in Articles of Merger to be executed and filed in accordance with the provisions of Section 7-1.1-68 of the General Laws of Rhode Island, 1956, as amended, and to prescribe the terms and conditions of merger and of carrying the same into effect.

1. Each of NEFG, NEFS, Westminster, C.P., and Management is merged with and into Real.

2. Real (hereinafter sometimes called the "Surviving Corporation") shall continue to exist under and by virtue of its Articles of Incorporation as the same may have been heretofore or may be hereafter amended.

3. All of the outstanding shares of the capital stock of each of Real, NEFS, Westminster, Management and C.P. shall be cancelled immediately upon the merger becoming effective and each outstanding share of NEFG shall be converted on a share for share basis into an outstanding share of Real and shall have the rights, powers and privileges as set forth in the Articles of Incorporation of Real as the same may have been heretofore or may be hereafter amended.

4. Effective upon the filing of the Articles of Merger with the Secretary of State of Rhode Island, all property, real, personal and mixed, and all debts due and all of choses in action and all and every other interest of or belonging to any of the parties to this Agreement shall be taken by and shall be deemed to be transferred and vested in the Surviving Corporation without further act or deed, and all property and every other interest shall thereafter be effectively the property of the Surviving Corporation as it was of its respective constituent corporation and the title to any real estate or any interest therein, whether vested by deed or otherwise, shall not revert to or be in any



way impaired by reason of the merger, provided, however, that all rights of creditors and all liens upon the property of any corporation party to this Agreement shall be preserved and unimpaired and all debts, liabilities, obligations and duties of respective corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent if its said debts, liabilities, obligations and duties had been incurred or contracted by it.

5. The Articles of Incorporation of Real shall be the Articles of Incorporation of the Surviving Corporation.

6. The merger shall become effective immediately upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island dated December \_\_, 1986.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their proper officers hereunto duly authorized as of this \_\_\_\_\_ day of December, 1986.

New England Financial Group, Inc.

By \_\_\_\_\_

NEFS, Inc.

By \_\_\_\_\_

The Westminster Group, Inc.

By \_\_\_\_\_

Kates Properties Management Company

By \_\_\_\_\_

C.P. Ltd.

By \_\_\_\_\_

Real Properties, Inc.

By \_\_\_\_\_

CONSENT VOTE OF THE STOCKHOLDERS AND DIRECTORS OF  
REAL PROPERTIES, INC.

December , 1986  
Providence, Rhode Island

The undersigned, being the owners of all the issued and outstanding capital stock of Real Properties, Inc. and constituting its entire Board of Directors, hereby adopt the following Votes without formal meeting of the stockholders or directors, viz:

VOTED: That the Plan of Merger in the form attached to this Vote whereby this corporation, among others, will be merged into Real Properties, Inc., a Rhode Island corporation, be, and the same hereby is, approved; and it is

FURTHER VOTED: That the proper officers of the corporation be, and each of them hereby is, authorized and empowered for and on behalf of the corporation to execute and deliver Articles of Merger and such other documents, certificates and instruments, to give and deliver all notices and to do or cause to be done all such other acts and things as, in his, her or their sole judgment, will be necessary or advisable in order to effectuate the purposes and intent of the foregoing Vote and to consummate the merger contemplated thereby.

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STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At..... in said County on the..... day of  
..... 19....., before me personally appeared.....  
....., who being by me first duly sworn, declared that he is  
the ..... of .....  
that he signed the foregoing document as such..... of the  
corporation, and that the statements therein contained are true.

.....  
*Notary Public*

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At..... in said county on the..... day of  
..... 19....., before me personally appeared.....  
....., who being by me first duly sworn, declared that he is  
the ..... of .....  
that he signed the foregoing document as such..... of the  
corporation, and that the statements therein contained are true.

.....  
*Notary Public*

(NOTARIAL SEAL)

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RECEIVED DEC. 31, 1986