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ID Number: 00000 9934



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

2013 JAN 22 PM 1:17

SECRETARY OF STATE  
DIVISION OF BUSINESS SERVICES

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Seaside Realty Co. Corp.
2. The dissolution was approved by (check one):  
☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.  

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/24/12

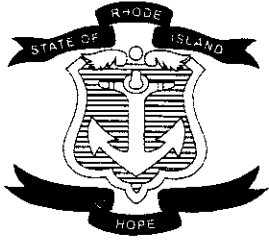
Chester Whaley  
Signature of Authorized Officer of the Corporation

FILED<sup>m</sup>

Chester Whaley  
Type or Print Name of Authorized Officer

JAN 22 2013  
BY OW 188054

1:17



STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATIONS  
DEPARTMENT OF ADMINISTRATION  
DIVISION OF TAXATION  
ONE CAPITOL HILL  
PROVIDENCE, RI 02908

2013 JAN 22 PM 1:17

STATE OF RHODE ISLAND  
DIVISION OF TAXATION

VINCENT J COREA JR CPA  
MARINER SQUARE BLDG C  
140 POINT JUDITH RD STE 46  
NARRAGANSETT, RI 02882

## LETTER OF GOOD STANDING

It appears from our records that **SEASIDE REALTY COMPANY CORP** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **01/09/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

## DISSOLUTION

Very truly yours,

David M. Sullivan  
Tax Administrator

Steven A. Cobb  
Chief Revenue Agent  
Office Audit and Discovery

FILED

JAN 22 2013

BY

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**CONSENT OF DIRECTORS OF  
Seaside Realty Company**

The director of Seaside Realty Company, Chester Whaley, has reviewed a proposal to completely liquidate and dissolve the corporation and hereby consents to the following resolutions:

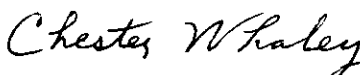
RESOLVED, That the Corporation hereby adopts a plan of complete liquidation pursuant to and in accordance with §331 of the Internal Revenue Code of 1986, as amended;

and be it

FURTHER RESOLVED: That in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the meeting at which the shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the Internal Revenue Service together with a certified copy of this consent;
2. That the Corporation shall proceed as far as possible to collect all accounts receivable to settle any claims against it;
3. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation;
4. That the proper officers of the Corporation shall file Articles of Dissolution with the Rhode Island Secretary of State;
5. That the proper officers and corporate representatives shall file all other forms and documents required including tax returns, as soon as possible after distribution of the corporate assets;
6. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.

Dated: December 18, 2012

  
\_\_\_\_\_  
Chester Whaley

Certified Copy of Consent

I hereby certify that the attached Consent of Directors to the dissolution and liquidation of the corporation was adopted by the Director on December 17, 2012.

Chester Whaley  
Secretary



# 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*

