

Filing Fee: See Instructions

ID Number: 000487502



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

FEB 12 2013

ARTICLES OF MERGER OR CONSOLIDATION INTO

Cash Music, inc.

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

BY [Signature] 10:35
729-189724

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 Cash Music, Inc. (Non-Profit Corporation, RI) and Cash Music (Non-Profit Corporation, OR).

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 Cash Music which is to be governed by the laws of the state of Oregon

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: c/o Perkins Coie LLP, 1120 NW Couch St., 10th Floor, Portland, OR 97209

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

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.

**SECTION 10: 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.

**SECTION 11: 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 12: 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 the accompanying attachments, and that all statements contained herein are true and correct.

Cash Music, Inc.

Print Entity Name

By: [Signature] JESSE VAN DOORN JAMES President  
Name of person signing Title of person signing

By: [Signature] MASSIE VAIL Secretary  
Name of person signing Title of person signing

Cash Music

Print Entity Name

By: [Signature] JESSE VAN DOORN JAMES President  
Name of person signing Title of person signing

By: [Signature] MASSIE VAIL Secretary  
Name of person signing Title of person signing

**AGREEMENT AND PLAN  
OF MERGER**

This Agreement and Plan of Merger, dated as of September 11, 2012 (this "**Agreement**"), is made by and among Cash Music, Inc., a Rhode Island nonprofit corporation ("**Cash Music RI**"), and Cash Music, an Oregon nonprofit corporation (the "**Cash Music OR**").

The Board of Directors of each of Cash Music RI deem it advisable and in the best interests of each to merge Cash Music RI with and into Cash Music OR for the purpose of converting to an Oregon nonprofit corporation ("**Merger**"), pursuant to the applicable provisions of the Rhode Island General Laws (the "**RIGL**") and the Oregon Business Corporation Act (the "**OBCA**").

The Boards of Directors of each of Cash Music RI have approved the Merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, promises, and covenants herein contained, the parties hereto hereby adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect:

**ARTICLE I  
The Merger**

1.1 **The Merger.** At the Effective Date (as defined below), upon the terms and subject to the conditions of this Agreement and in accordance with the applicable provisions of the RIGL and the OBCA, Cash Music RI will be merged with and into Cash Music OR. Following the Merger, Cash Music OR shall continue as the surviving corporation (the "**Surviving Corporation**"), and the separate corporate existence of Cash Music RI shall cease.

1.2 **Effective Date.** Subject to the provisions of this Agreement, Cash Music RI shall complete the Merger to be consummated by filing (a) Articles of Merger with the Rhode Island Secretary of State and (b) Articles of Merger with the Oregon Secretary of State, in such forms as required by, and executed in accordance with, the applicable provisions of the RIGL and the OBCA (collectively the "**Merger Filings**"). The Merger shall become effective upon filing of the Merger Filings (the "**Effective Date**").

1.3 **Effects of the Merger.** The Merger shall have the effects set forth in this Agreement. At the Articles of Merger filed in Rhode Island, the Articles of Merger filed in Oregon, and the applicable provisions of the RIGL and the OBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Date, all of the properties, rights, privileges, powers, and franchises of Cash Music RI shall vest in the Surviving Corporation, and all debts, liabilities, and duties of Cash Music RI shall become the debts, liabilities, and duties of the Surviving Corporation.

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generality of the foregoing, and subject thereto, at the Effective Date, all of the properties, rights, privileges, powers, and franchises of Cash Music RI shall vest in the Surviving Corporation, and all debts, liabilities, and duties of Cash Music RI shall become the debts, liabilities, and duties of the Surviving Corporation.

**1.4 Articles of Incorporation.** At the Effective Date, the Articles of Incorporation of Cash Music OR, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation.

**1.5 Bylaws.** At the Effective Date, the Bylaws of Cash Music OR, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Corporation.

**1.6 Directors and Officers.** The directors of Cash Music OR immediately prior to the Effective Date shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal. The officers of Cash Music OR immediately prior to the Effective Date shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

**1.7 Name of Surviving Corporation.** The name of the Surviving Corporation following the consummation of the Merger shall be Cash Music.

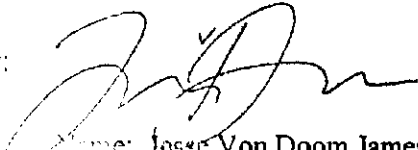
### **ARTICLE III Miscellaneous**

**3.1 Termination.** This Agreement may be terminated and the proposed Merger abandoned at any time before the consummation of the Merger if the Board of Directors of Cash Music OR and Cash Music RI duly adopt a resolution abandoning this Agreement and the proposed Merger.


**3.2 Counterparts.** For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by each of Cash Music RI and Cash Music OR effective as of the date first above written.

CASH MUSIC, INC.  
a Rhode Island nonprofit corporation

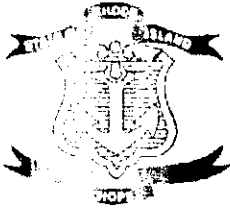
By:   
Name: Jesse Von Doom James  
Title: President

CASH MUSIC  
an Oregon nonprofit corporation

By:   
Name: Jesse Von Doom James  
Title: President

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

JESSE VON DOOM JAMES  
225 E 6TH AVENUE  
PORTLAND, OR 97211

## LETTER OF GOOD STANDING

It appears from our records that CASH MUSIC INC 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 02/04/2013 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:

## WITHDRAWAL DUE TO MERGER

Very truly yours,

David M. Sullivan  
Tax Administrator

Steven B. Cobb  
Chief Compliance Agent  
Compliance and Discovery

ST-1117-01-133719