

Filing Fee: See Instructions

ID Number: 10276



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 AUG 22 PM 2:55
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO

General Fabrics 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. Row 1: P & B Textiles, Inc., Domestic Profit Corporation, Rhode Island.

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 General Fabrics 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: NA

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: NA

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 September 30, 2013

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 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

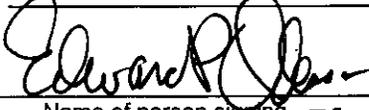
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- 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.

General Fabrics Company

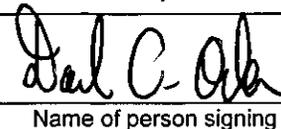


Print Entity Name

By: _____ **Chief Executive Officer** _____
Name of person signing **Edward P. Odessa** Title of person signing

By: _____
Name of person signing Title of person signing

P & B Textiles, Inc.



Print Entity Name

By: _____ **Chief Operating Officer** _____
Name of person signing **David G. Odessa** Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 1st day of September, 2013, by and between GENERAL FABRICS COMPANY, a Rhode Island corporation ("GFC"), and P & B TEXTILES, INC., a Rhode Island corporation ("P & B").

W I T N E S S E T H:

WHEREAS, GFC and P & B desire to merge upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the Board of Directors of GFC and the Board of Directors and the shareholders of P & B, respectively, deem it advisable and generally to the advantage and welfare of the GFC and P & B that they merge under and pursuant to the provisions of the Rhode Island General Laws; and

WHEREAS, the directors of the constituent corporations have unanimously approved this Plan of Merger;

ARTICLE I

THE MERGER; EFFECTIVE TIME.

1.1 **The Merger.** GFC and P & B as the constituent corporations shall merge and are hereby merged together into a single corporation with GFC as the surviving corporation, and the separate corporate existence of P & B shall thereupon cease. GFC shall be the surviving corporation in the merger and shall be governed by the laws of the State of Rhode Island. The merger shall have the effects specified in the Rhode Island General Laws.

1.2 **Effective Time.** The parties shall cause Articles of Merger meeting the requirements of law to be properly executed and filed in the State of Rhode Island (the "Articles of Merger"). The Merger shall become effective on September 30, 2013 (the "Effective Date").

ARTICLE II

ARTICLES OF INCORPORATION; BY-LAWS AND AUTHORIZED CAPITAL OF GFC AS THE SURVIVING CORPORATION.

2.1 **Articles of Incorporation.** The Articles of Incorporation of GFC as they exist on the Effective Date shall be the Articles of Incorporation of GFC as the surviving corporation following the Effective Date, until duly amended in accordance with its terms.

2.2 **Bylaws.** The Bylaws of GFC as they exist on the Effective Date shall be the Bylaws of GFC as the surviving corporation following the Effective Date, until duly amended in

accordance with their terms.

2.3 Authorized Capital. The authorized capital stock of GFC as it exists on the Effective Date shall be the authorized capital stock of GFC as the surviving corporation following the Effective Date, unless and until the same shall be changed in accordance with Rhode Island Law.

ARTICLE III

OFFICERS OF THE SURVIVING CORPORATION.

Officers. The Officers of GFC as they exist on the Effective Date shall be the Officers of GFC as the surviving corporation following the Effective Date, until successors are duly elected and qualified.

ARTICLE IV

CONVERSION OF SHARES IN THE MERGER.

Shares. Each share of P & B common stock held immediately prior to the Effective Date shall upon the merger be deemed to be a share of GFC common stock.

ARTICLE V

ASSETS AND LIABILITIES.

5.1 Rights and Liabilities of GFC. At and after the Effective Time, GFC shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of P & B; all debts due to P & B shall be vested in GFC; all claims, demands, property, rights, privileges, powers and franchises and every other interest of P & B shall be the property of GFC; the title to any real estate vested by deed or otherwise in P & B shall not revert or be in any way impaired by reason of the merger, but shall be vested in GFC; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to GFC and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

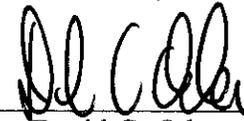
Attest: 
Assistant Secretary

GENERAL FABRICS COMPANY

By: 
Edward P. Odessa
President

Attest: 
Assistant Secretary

P&B TEXTILES, INC.

By: 
David G. Odessa
Chief Operating Officer