

Filing Fee: See Instructions

ID Number: 793100



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 30 AM 11:47
SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES

ARTICLES OF MERGER OR CONSOLIDATION INTO

LC Property Group, LLC

(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 ☒ 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
LC Property Group, LLC	limited liability company	Nevada
LC Property Group, LLC	limited liability company	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 LC Property Group, LLC
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:

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:

N/A

- 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 27, 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 N/A

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) N/A

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:

N/A

- 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.

LC Property Group, LLC

Print Entity Name

By: Richard R. Chartier

Manager

Name of person signing

Title of person signing

By: _____
Name of person signing

Title of person signing

LC Property Group, LLC

Print Entity Name

By: Richard R. Chartier

Manager

Name of person signing

Title of person signing

By: _____
Name of person signing

Title of person signing

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 27th day of September, 2013 by and between **LC Property Group, LLC**, a Nevada limited liability company ("LC NV") and **LC Property Group, LLC**, a Rhode Island limited liability company ("LC RI").

WHEREAS, LC NV is a limited liability company duly organized pursuant to the laws of the State of Nevada on August 2, 2012;

WHEREAS, LC RI is a limited liability company duly organized pursuant to the laws of the State of Rhode Island as of September 27, 2013;

WHEREAS, the members of LC NV and LC RI deem it advisable, for the general welfare and advantage of said limited liability companies and of the members of said limited liability companies, that LC NV merge into LC RI, with LC RI being the survivor thereof (the "Surviving LLC");

WHEREAS, Nevada Revised Statutes Chapter 92A.190, provides for the merger of a domestic limited liability company into a foreign limited liability company on certain terms and conditions; and

WHEREAS, Rhode Island General Laws, Section 7-16-59 provides for the merger of a foreign limited liability company into a domestic limited liability company on certain terms and conditions.

NOW THEREFORE, the parties hereto agree in accordance with Nevada law and Rhode Island law that LC NV and LC RI shall be merged into a single limited liability company with LC RI being the Surviving LLC of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. Existence of Surviving Company. Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of LC RI shall continue unaffected and unimpaired by the within merger, and the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of LC NV shall be merged into LC RI, and LC RI shall be fully vested with each of the foregoing.

2. Operating Agreement of Surviving LLC. The operating agreement of LC RI as it exists on the effective date of merger shall be and remain the operating agreement of Surviving LLC until it shall be altered, amended, or repealed.

3. Managers of Surviving LLC. The name of the manager of Surviving LLC, who shall serve until his successor is duly elected and qualified, is as follows:

Manager: Richard R. Chartier

4. Manner of Converting Interests of LC NV into Interests of Surviving LLC. The membership interests of LC NV shall, as of the effective date of merger, cease to exist and shall be converted into membership interests of Surviving LLC on a one-to-one basis such that the members of LC NV and LC RI shall continue to own the same proportion of membership interests in Surviving LLC.

5. Miscellaneous Provisions.

5.1. Pursuant to Rhode Island General Laws, Section 7-16-21 and Nevada Revised Statutes Chapter 92A.150, this Agreement and the merger contemplated hereunder have been adopted by

an affirmative vote of a majority of the members of LC NV and LC RI entitled to vote thereon. Said members of both LC NV and LC RI have duly authorized execution of Articles of Merger by the manager of each limited liability company, and the filing of such Articles of Merger with the Rhode Island Secretary of State and Articles of Merger the Nevada Secretary of State. Said members of both LC NV and LC RI have also duly authorized their respective manager to take such further action and to expend such funds as may be reasonably necessary to effectuate the transactions contemplated by this Agreement.

5.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger contemplated hereunder by action of the members of LC NV or by action of the members of LC RI.

5.3. On the effective date of merger, Surviving LLC shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of LC NV, all of the foregoing as provided by Rhode Island General Laws, Section 7-16-63.

5.4. Surviving LLC hereby ratifies and confirms that its registered agent and registered office for service of process shall be as follows:

Orson and Brusini Ltd.
144 Wayland Avenue
Providence, RI 02906

5.5. Surviving LLC shall pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the within merger.

5.6. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

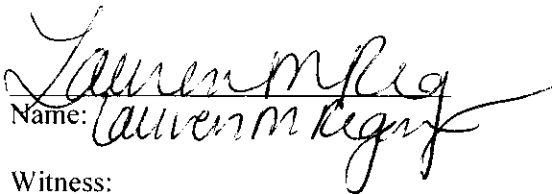
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IN WITNESS WHEREOF, this Agreement has been executed by the members of LC NV and LC RI on the day and date first above written.

Witness:

LC Property Group, LLC, a Nevada limited liability company

By: Chartier Building Company, Inc., a Rhode corporation, Member

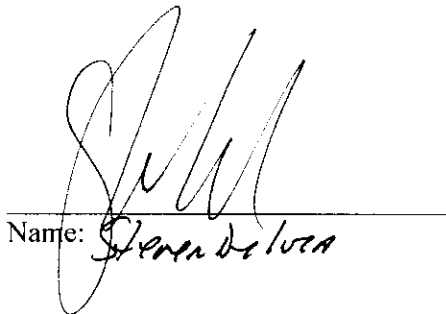

Name: Lauren M. Regan

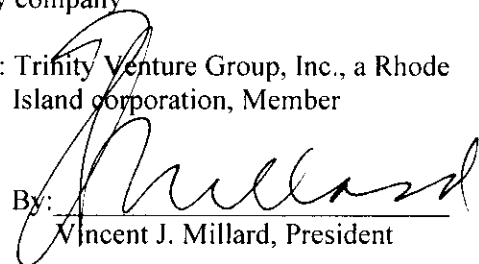
By: 
Richard R. Chartier, President

Witness:

LC Property Group, LLC, a Nevada limited liability company

By: Trinity Venture Group, Inc., a Rhode Island corporation, Member

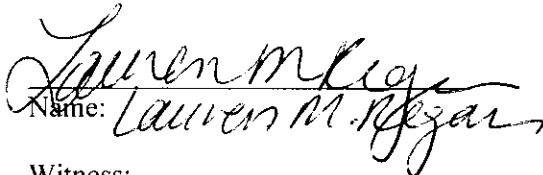

Name: Steven De Luca


By: 
Vincent J. Millard, President

Witness:

LC Property Group, LLC, a Rhode Island limited liability company

By: Chartier Building Company, Inc., a Rhode corporation, Member

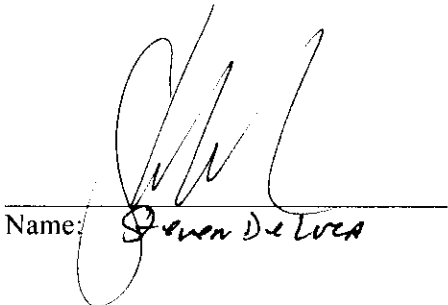

Name: Lauren M. Regan

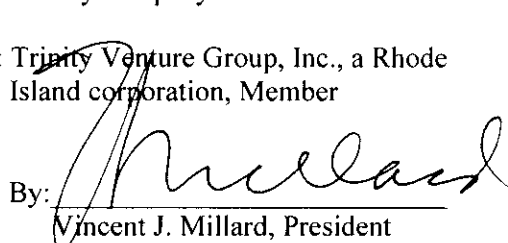
By: 
Richard R. Chartier, President

Witness:

LC Property Group, LLC, a Rhode Island limited liability company

By: Trinity Venture Group, Inc., a Rhode Island corporation, Member


Name: Steven De Luca

By: 
Vincent J. Millard, President



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

