

Filing Fee: See Instructions

ID Number: 000534280



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2013 SEP 12

PM 12:00

ARTICLES OF MERGER OR CONSOLIDATION INTO

Blowout Enterprises, 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
Blowout Enterprises, LLC	Limited Liability Company	Rhode Island
Blowout Enterprises, LLC	Limited Liability Company	Nevada

- 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 Blowout Enterprises, LLC

which is to be governed by the laws of the state of Nevada

- 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:

- 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 90<sup>th</sup> 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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SEP 12 2013  
BY CR 205683  
12:03

- 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.

**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.

**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.

Blowout Enterprises, LLC

Print Entity Name

By: Donna DiCarlo  
Name of person signing

Donna DiCarlo, Manager

Title of person signing

By: \_\_\_\_\_  
Name of person signing

Title of person signing

Blowout Enterprises, LLC

Print Entity Name

By: Donna DiCarlo  
Name of person signing

Donna DiCarlo, Vice President

Title of person signing

By: \_\_\_\_\_  
Name of person signing

Title of person signing

2013 SEP 12 PM 12:03

RECEIVED  
STATE  
SECRETARY OF STATE  
CORPORATIONS DIV

**PLAN OF MERGER**

**Merging**

**BLOWOUT ENTERPRISES, LLC**

**Into**

**BLOWOUT ENTERPRISES, LLC**

2013 SEP 12 PM 12:03  
RECEIVED  
CORPORATIONS DIV

**THIS PLAN OF MERGER** (the "Plan of Merger") dated as of December 18, 2012, is by and between Blowout Enterprises, LLC, a Rhode Island limited liability company ("Rhode Island Entity"), and Blowout Enterprises, LLC, a Nevada limited liability company ("Nevada Entity.")

**WHEREAS**, the sole member of the Rhode Island Entity and the Nevada Entity has approved this Plan of Merger, and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth herein.

**NOW, THEREFORE**, pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, and Nevada Revised Statutes Chapter 92A, and in consideration of the representations, warranties, covenants and agreements contained herein, the parties hereto, intending to be legally bound, agree as follows:

1. **Merger.** At the Effective Time (as defined below), the Rhode Island Entity shall be merged with and into the Nevada Entity (The "Merger"), and the separate existence of the Rhode Island Entity shall thereupon cease in accordance with the applicable provision of the General Laws of Rhode Island, 1956, as amended. The Nevada Entity shall be the surviving entity in the Merger and shall continue to exist as the surviving entity under its current name.
2. **Certificate of Formation.** The certificate of formation of the Nevada Entity immediately prior to the Effective Time shall be the certificate of formation of the surviving entity, unless and until amended in accordance with applicable law.
3. **Treatment of LLC Interests.** Each LLC membership interest in the Rhode Island Entity outstanding immediately prior to the Effective Time shall be cancelled upon the Effective Time and date of the merger. Each LLC membership interest in the Nevada Entity outstanding immediately prior to the Effective Time shall remain outstanding from and after the Merger as an LLC membership interest in the Nevada Entity as the surviving entity.

534280



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

CJ BERGNER  
PARASEARCH  
222 JEFFERSON BLVD SUITE 200  
WARWICK, RI 02888

## LETTER OF GOOD STANDING

It appears from our records that **BLOWOUT ENTERPRISES** 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 **09/11/2013** 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:

### MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan  
Tax Administrator

Steven A. Cobb, Chief Revenue Agent  
Office Audit and Discovery

2013 SEP 12 PM 12:04  
DIVISION OF TAXATION  
STATE OF RHODE ISLAND

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DLN: 0189799001

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BY CL 205683  
12.04



# 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*

