

Filing Fee: See Instructions

ID Number:

355451



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

SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES
OCT - 7 AM 10:57

ARTICLES OF MERGER OR CONSOLIDATION INTO

RICEACRE FARM REALTY, 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
RICE REALTY, LLC	355451	LIMITED LIABILITY COMPANY	RHODE ISLAND
RICEACRE FARM, LLC	141831	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 RICEACRE FARM REALTY, 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:
- 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 90th day after the date of this filing UPON 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.

FILED

OCT 07 2013

10:57 AM

By 207666

KM

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.

RICE REALTY, LLC

Print Entity Name

By: _____


Name of person signing

AUTHORIZED PERSON

Title of person signing

By: _____


Name of person signing

Title of person signing

RICEACRE FARM, LLC

Print Entity Name


By: _____


Name of person signing

AUTHORIZED PERSON

Title of person signing

By: _____


Name of person signing

Title of person signing

**PLAN OF CONSOLIDATION
OF
RICEACRE FARM, LLC & RICE REALTY, LLC
INTO RICEACRE FARM REALTY, LLC**

In accordance with Rhode Island General Law § 7-16-60 et seq regarding merger or consolidation

Riceacre Farm, LLC and Rice Realty, LLC hereby merge into one entity;
the surviving entity being Rice Realty, LLC,
which will be renamed: **Riceacre Farm Realty, LLC** as the new entity.

The terms and conditions of the proposed consolidation are such that each entities' purpose shall incorporate both in the new entity: agriculture, animal husbandry, boarding, farming, real estate, investments, sales, rentals, and any other lawful purpose;


All the interests in each limited liability company shall be held by the surviving entity into interests of the surviving entity or the new entity in whole or in part, into cash or other property;

There are no amendments to the articles of organization of either limited liability company, and no changes are desired;

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode ISlnd, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby are as follows:

- 1) Name of the newly merged entity: Riceacre Farm Realty, LLC;
- 2) Address of Agent: One Courthouse Square, Newport, RI 02840
- 3) Agent: Amy Rice, Esq.
- 4) Tax purpose intent: disregarded as an entity separate from its member.
- 5) Address of principal office: 438 Bramans Lane, Portsmouth, RI 02871
- 6) Purpose: agriculture, animal husbandry, boarding, farming, real estate, investments, sales, rentals, and any other lawful purpose.
- 7) Management is by its sole member: Amy Rice.
- 8) Effective: upon filing but decided June 5, 2013.

APPROVED:



Amy G. Rice, Member
Date: 9/15/13