

Filing Fee: See Instructions

ID Number: 000042443

2013 NOV 25 PM 12:23
SECRETARY OF STATE
CORPORATION DIV



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

ARTICLES OF MERGER OR CONSOLIDATION INTO

Sterling Moving and Storage, Inc.

(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 |
|--|--------------------|---------------------------------------|
| <u>Sterling Trucking, Inc.</u> | <u>corporation</u> | <u>RI</u> |
| <u>Sterling Moving and Storage, Inc.</u> | <u>corporation</u> | <u>CT</u> |

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 Sterling Moving and Storage, Inc. which is to be governed by the laws of the state of Connecticut

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:

93 Stockhouse Road, Bozrah, CT 06534

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 _____

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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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By 211590

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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.

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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:

- 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.

Sterling Trucking, Inc.

Print Entity Name

By: Michael M. Miller President
Name of person signing Title of person signing

By: B. Fin Baird Fin Secretary
Name of person signing Title of person signing

Sterling Moving and Storage, Inc.

Print Entity Name

By: Michael M. Miller President
Name of person signing Title of person signing

By: B. Fin Baird Fin Secretary
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated June 6, 2013, between Sterling Trucking, Inc., a Rhode Island corporation ("Trucking"), and Sterling Moving and Storage, Inc., a Connecticut corporation ("Moving").

WHEREAS, Trucking and Moving deem it in the best interests of each corporation and their respective shareholders that Trucking merge into Moving (the "Merger") pursuant to this Agreement, the Connecticut Business Corporation Act (the "CBCA") and the Rhode Island Business Corporation Act (the "RIBCA").

NOW, THEREFORE, the parties, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. Merger and Surviving Corporation. On the Effective Date (as hereinafter defined) of the Merger, (a) Trucking shall be merged into Moving, (b) Moving shall be the surviving corporation, and in such capacity is hereinafter sometimes referred to as the "Surviving Corporation" and (c) the separate existence of Trucking shall cease. This Agreement contemplates a tax-free merger of Trucking with and into Moving in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

The parties hereto expect that the Merger will further certain of their business objectives (including, without limitation, a consolidation of business assets).

2. Purposes of Surviving Corporation. The purposes of the Surviving Corporation shall remain the same and not be amended from the original Certificate of Incorporation, as amended, of the Surviving Corporation.

3. Capital Structure of Surviving Corporation. The Surviving Corporation is authorized to issue 5,000 shares of Common Stock, no par value.

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OFFICE OF THE CLERK
STATE OF CONNECTICUT

4. Conversion of Shares. On the Effective Date of the Merger, each share of Common Stock, no par value, of Trucking, then issued and outstanding shall be converted into one issued and outstanding share of Common Stock, no par value, of the Surviving Corporation. Thereupon, certificate(s) for shares of common stock of Trucking ("**Trucking Common Certificates**"), shall entitle the holders thereof to receive certificates for an equal number of fully paid and non-assessable shares of Common Stock of the Surviving Corporation upon presentation and surrender of the Trucking Common Certificates to the Surviving Corporation. Pending presentation and surrender, such Trucking Common Certificates shall be deemed for all purposes, including payment of dividends, to evidence ownership of the shares of common stock of the Surviving Corporation into which the shares of Trucking shall have been so converted.

The shares of Common Stock of Moving then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of Common Stock of the Surviving Corporation.

5. Certificate of Incorporation and By-Laws. The Certificate of Incorporation of Moving as in effect on the Effective Date of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation. The By-Laws of Moving, as in effect on the Effective Date of the Merger, shall be the By-laws of the Surviving Corporation.

6. Officers and Directors. The directors and officers of Moving shall continue to serve as the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been duly elected and qualified.

7. Shareholder Approval. Concurrent with the execution hereof, this Agreement shall be submitted to the shareholders of each of Moving and Trucking at a meeting thereof called for the

purpose of considering and acting upon this Agreement or by unanimous written consent of such shareholders.

8. Articles of Merger. Following the approval of this Agreement by the shareholders of Moving and Trucking, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Rhode Island and a Certificate of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Connecticut.

9. Effective Date of Merger. The Merger shall be effective at such time as the properly executed Articles of Merger are duly filed with the Secretary of State of Rhode Island and the properly executed Certificate of Merger is duly filed with the Secretary of the State of Connecticut or such later time as Moving and Trucking may agree upon and as may be set forth in the Articles of Merger and Certificate of Merger (the time the Merger becomes effective is referred to herein as the "Effective Date").

10. Abandonment. The Merger may be abandoned by mutual consent and agreement in writing of Moving and Trucking at any time prior to the Effective Date of the Merger.

11. Applicable Law. This Agreement shall be construed and enforced in accordance with the laws of the State of Connecticut.

12. Miscellaneous. This Agreement represents the entire understanding and agreement of the parties and supersedes all prior agreements and understandings, whether written or oral, relating to the subject matter hereof and as such may not be amended or modified absent a written instrument signed by the parties. Headings set forth in this Agreement are solely for the convenience of the parties and have no legal effect. If any provision of this Agreement shall be found to be invalid by any court having competent jurisdiction, the invalidity of such provision shall not affect the validity of the remaining provisions hereof. This Agreement shall be (i) binding upon, and will inure to the

benefit of, the parties and their respective successors and assigns, (ii) construed without presumption of any rule requiring construction to be made against the party causing it to be drafted and (iii) executed in any number of counterparts, each of which will for all purposes be deemed to be an original, and all of which are identical.

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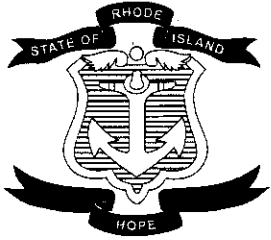
WITNESS the execution hereof under seal on the day and year first above written.

STERLING TRUCKING, INC.

By: Michael M. McKee
Name: Michael McKee
Title: President

STERLING MOVING AND STORAGE, INC.

By: B. Fin
Name: Brian Fin
Title: Secretary



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

C J BERGNER
PARASEARCH INC
222 JEFFERSON BLVD STE 200
WARWICK, RI 02888

LETTER OF GOOD STANDING

It appears from our records that **STERLING TRUCKING 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 **11/21/2013** 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

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STATE OF RHODE ISLAND
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION