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ID Number: 988960



**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

**BUSINESS CORPORATION**

**ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Piccirillo Properties, Inc.

2. The dissolution was approved by (check one):

☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution 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 Upon Filing.

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 31, 2013

\_\_\_\_\_  
Signature of Authorized Officer of the Corporation  
Edward J. Piccirillo, Jr., President  
\_\_\_\_\_  
Type or Print Name of Authorized Officer

**FILED**

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By 211956  
kmc

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SECRETARY OF STATE  
CORPORATIONS DIV

### Unanimous Consent of the Shareholders

The undersigned, being the all of the Shareholders of Piccirillo Properties, Inc., a Rhode Island Corporation, pursuant to the provisions of Rhode Island General Laws, Section 7-1.2-1302, hereby consents to the adoption of the following resolutions by and on behalf of the Corporation:

**RESOLVED:** That the Corporation be voluntarily dissolved in accordance with the provisions of Rhode Island General Laws, Section 7-1.2-1308; and it is further

**RESOLVED:** To effectuate the foregoing voluntary dissolution that the Corporation adopt the following Plan of Complete Liquidation and Dissolution (the "Plan") in accordance with the Business Corporation Law of the State of Rhode Island:

1. Cessation of Business. After September 23, 2013, the Corporation shall not engage in any business activities, except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distributing its assets in accordance with the Plan. The Directors then in office and, at their pleasure, the officers, shall continue in office solely for that purpose.

2. Internal Revenue Service Form 966. Within thirty (30) days after the date of this Unanimous Consent of Shareholders, the Corporation shall cause to be filed Form 966 with the Internal Revenue Service, attaching thereto a certified copy of these resolutions.

3. Determination of Shareholder's Interest. All of the outstanding shares of the Corporation are owned by **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011.**

4. Reserve for Taxes and Expenses. As at the close of business on September 18, 2013, the officers shall set aside a reserve fund in an amount estimated by **Michael Hill, CPA**, the accountant for the Corporation, sufficient to pay all unpaid income taxes due the Internal Revenue Service, income taxes due the State of Rhode Island and all expense to be incurred in connection with this Plan of Complete Liquidation and Dissolution. Any amount remaining in the reserve fund after the payment of the foregoing taxes and expenses shall be distributed to **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011.**

5. Restrictions on Transfer of Shares. As of the date hereof, the stock transfer books of the Corporation shall be closed. Unless the books are reopened because this Plan of Complete Liquidation and Dissolution cannot be carried into effect under the laws of the State of Rhode Island, or otherwise, there shall be no further transfer of the shares of the Corporation.

6. Cash Distribution. As at the close of business on September 23, 2013, the Corporation shall pay to **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011** the sum of money equal to funds of the Corporation in excess of the amount set aside in reserve pursuant to the foregoing paragraph 4. Said payment shall be the first and

final distribution in liquidation upon the surrender by **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011** for cancellation of the certificate for 1000 Shares each of the Corporation which it now owns.

7. Property Distribution. As at the close of business on September 23, 2013, the Corporation shall transfer and assign to **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011** all of its remaining assets, subject to all of its liabilities, whether known or unknown or whether absolute or contingent (except for liabilities to be paid in accordance with the foregoing paragraph 4), by appropriate instruments of transfer. Such transfer shall be made as the first and final distributions in liquidation upon **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011** surrender for cancellation of the certificate for 1000 Shares each of the Corporation which it now owns.

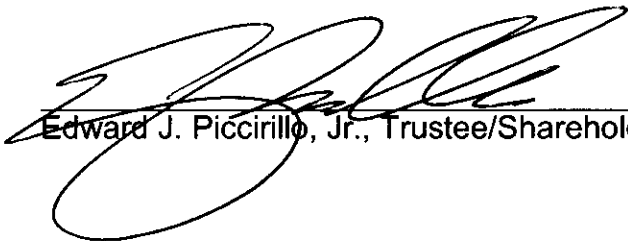
8. Shareholder Liability. Notwithstanding anything herein to the contrary, if the amount of the reserve fund set up in accordance with the provisions of the foregoing paragraph 4 proves to be insufficient to pay the taxes and expenses therein referred to, then any excess liability for such taxes and expenses shall be paid by **Edward J. Piccirillo Revocable Trust Agreement u/t/d October 17, 2011**.

9. Statement of Intent to Dissolve. The directors and officers of this Corporation shall file a Statement of Intent to Dissolve at the office of the Secretary of State, State of Rhode Island pursuant to Rhode Island General Laws, Section 7-1.1-78. Not more than 30 days after such filing the Corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof, but its corporate existence shall continue until a Certificate of Dissolution has been issued by the Secretary of State or until a decree dissolving the Corporation has been entered by a Court of competent jurisdiction.

10. Articles of Dissolution. If the foregoing voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefore, and all of the remaining property and assets of the Corporation have been distributed to its shareholder, Articles of Dissolution shall be executed in duplicate by the Corporation by its President or a Vice President and by its Secretary or an Assistant Secretary, and verified by one of the officers signing such statement, and said Articles of Dissolution shall be delivered to the Secretary of State pursuant to the requirements of Rhode Island General Laws, Section 7-1.1-86.

11. Officers and Directors. The Board of Directors and, subject to the Directors, the officers, shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information returns, tax returns and other papers which may be necessary or appropriate to implement the Plan. The Directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate the dissolution, complete liquidation and termination of existence of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Rhode Island. The death, resignation or other disability of any director or officer of the Corporation shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the Plan. Upon such death, resignation or other disability, the surviving or remaining director(s), or

if there be none, the surviving or remaining officer(s), shall have authority to fill the vacancy or vacancies created, but the failure to fill such vacancy or vacancies shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the Plan.



Edward J. Piccirillo, Jr., Trustee/Shareholder

DATED: OCTOBER 31, 2013



10# 98896

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

JOHN S PETRONE ESQ  
145 PHENIX AVE  
CRANSTON, RI 02920


## LETTER OF GOOD STANDING

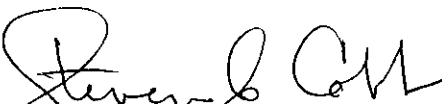
It appears from our records that **PICCIRILLO PROPERTIES INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **11/18/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

### MAJOR SALE OF RI ASSETS

Very truly yours,

  
David M. Sullivan  
Tax Administrator

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

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SECTION OF STATE  
CORPORATIONS DIV

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