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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

2014 SEP -3 AM 10:58
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO

One Fifty Main, 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
WB&Q, LLC	Limited Liability Company	RI
One Fifty Main, Inc.	Business Corporation	RI

- 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 One Fifty Main, Inc.
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:

- 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

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

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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.

.....
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.

.....
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.

WB&Q, LLC

Print Entity Name

By: Charles H. White^{II}, Trustee of the Charles H. White^{II} Revocable Trust dtd 2/7/2012 Member
Name of person signing Title of person signing

By: James W. Bruch MEMBER
Name of person signing Title of person signing

One Fifty Main, Inc.

Print Entity Name

By: Charles H. White^{II} President
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, is made as of *September 2*, 2014, between WB&Q, hereinafter referred to as "WB&Q", and One Fifty Main, Inc., hereinafter referred to as "150 Main".

RECITALS

A. WB&Q is a Rhode Island Limited Liability Company organized under the laws of the State of Rhode Island, whose sole members are Charles H. White II, Trustee of the Charles H. White II Revocable Trust Dated 2/7/2012 and James A. Briden. ("Members");

B. 150 Main is a corporation organized under the laws of the State of Rhode Island, whose sole shareholders are Charles H. White II, Trustee of the Charles H. White II Revocable Trust Dated 2/7/2012 and James A. Briden and Mary T. Briden ("Shareholders");

C. The Members of WB&Q and the Board of Directors and Shareholders of 150 Main have determined that it is in the best interest of the respective company and corporation to combine the two entities.

D. In furtherance of such combination, the Members and the Board of Directors have each adopted this Agreement and approved the merger (the Merger) of WB&Q and 150 Main in accordance under the terms and conditions set forth herein and in accordance with the laws of the State of Rhode Island.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained herein, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger.

The merger shall be effective at such time as the Articles of merger are duly filed with the Office of the Secretary of State for the State of Rhode Island. Thereupon, WB&Q shall have deemed to have merged with and into 150 Main, which shall have the name of One Fifty Main, Inc.

The single corporation which shall so survive the merger is hereinafter sometimes called the "Surviving Corporation"; WB&Q and 150 Main are hereinafter sometimes called the "Constituent Corporations"; and the date and time when the Constituent Corporations shall have merged and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger".

2. Name and Purposes of Surviving Corporation. The name of the Surviving Corporation will be One Fifty Main, Inc.. The purposes for which the Surviving Corporation is

formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation One Fifty Main, Inc.

3. By-Laws of Surviving Corporation. On the effective date of the merger, the By-Laws of 150 Main, shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted, in accordance with the provisions thereof.

4. Directors and Officers of Surviving Corporation. The Board of Directors of the Surviving Corporation shall initially consist of two (2) Directors, each of whom shall hold office until the next Annual Meeting of the shareholders of the Surviving Corporation and until his successor shall have been duly elected and shall have been qualified, or until his earlier death, resignation, or removal. The respective name, places of residence, and addresses of such Directors are as follows:

<u>Name</u>	<u>Residence Address</u>
Charles H. White II	324 Abbott Run Valley Road Cumberland, RI 02864
James A. Briden	17 Hollow Ridge Road Rumford, RI 02916

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

<u>Office</u>	<u>Name</u>	<u>Residence Address</u>
President	Charles H. White II	324 Abbott Run Valley Road Cumberland, RI 02864
Vice-President	James A. Briden	17 Hollow Ridge Road Rumford, RI 02916
Treasurer	Charles H. White II	324 Abbott Run Valley Road Cumberland, RI 02864
Secretary	James A. Briden	17 Hollow Ridge Road Rumford, RI 02916

The Surviving Corporation may have such other officers as shall be provided for in its By-Laws.

5. Capital Stock of Surviving Corporation. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized, the number of shares into which the capital stock is to be divided, and the par value of the shares shall remain unchanged.

6. Effect of Merger. On the effective date of the merger, WB&Q and 150 Main shall cease to exist separately, and WB&Q shall be merged with and into 150 Main in accordance with the provisions of this Agreement and in accordance with the provisions of the General Laws of the State of Rhode Island.

As provided therein, on the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporation, and all and singular, the rights, privileges, powers and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporation; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things inaction or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

7. Further Instruments. From time to time, as and when requested by the Surviving Corporation or by its successors, or assigns, WB&Q will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

8. Principal Offices. The location of the principal office of the Surviving Corporation shall be 150 Main Street, Pawtucket, RI 02860.

9. Right of Amendment. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by such Articles, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any shareholder, director, officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, WB&Q has caused this Agreement to be signed by its Members and 150 Main has caused this Agreement to be signed in its corporate name by its President and its Secretary under the seal of the Corporation and also by all directors and stockholders, all as of the day and year first above written.

WB&Q, LLC
a Rhode Island Limited Liability Company

Charles H. White II, Trustee
Charles H. White II, Trustee of the Charles
H. White II Revocable Trust Dated
2/7/2012, Member

James A. Briden
James A. Briden, Member

One Fifty Main, Inc.

By: Charles H. White II
Charles H. White II, President & Director

By: James A. Briden
James A. Briden, Secretary, Director
and Shareholder

By: Charles H. White II, Trustee
Charles H. White II, Trustee of the
Charles H. White II Revocable Trust
Dated 2/7/2012, Shareholder

By: Mary T. Briden
Mary T. Briden, Shareholder



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

