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ID Number: 89343



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

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2014 DEC 26 PM 2:57

ARTICLES OF MERGER OR CONSOLIDATION INTO

Applegate Realty Co.

(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
Applegate Realty Co.	Corporation	Rhode Island
New England Investment Properties, Inc. 108439	Corporation	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 Applegate Realty Co.
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 December 31, 2014

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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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.

.....
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.

Applegate Realty Co.

Print Entity Name

By: [Signature] _____
Name of person signing President Title of person signing

By: Christopher D Colardo _____
Name of person signing Title of person signing

New England Investment Properties, Inc.

Print Entity Name

By: [Signature] _____
Name of person signing President Title of person signing

By: Christopher D Colardo _____
Name of person signing Title of person signing

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 31st day of December, 2014, by and between **Applegate Realty Co.**, a Rhode Island corporation (the "Surviving Company"), and **New England Investment Properties, Inc.**, a Rhode Island corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation and the Surviving Company are business corporations organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Surviving Company desires for the Merged Corporation to merge into the Surviving Company; and

WHEREAS, the Merged Corporation is owned by the following shareholders in the following proportions:

Christopher D. Colardo	50% of outstanding shares
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Richard J. Colardo, Jr.	50% of outstanding shares
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WHEREAS, the respective owners of the Merged Corporation and the Surviving Company have deemed it advisable that the Merged Corporation be merged into the Surviving Company upon the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the provisions of Section 7-16-59(1) of the Rhode Island General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Corporation shall be merged into the Surviving Company. The Surviving Company shall be the surviving entity and the terms and conditions of such merger shall be as hereinafter set forth.

1. **EFFECTIVE DATE.** The merger shall become effective on December 31, 2014 (the "Effective Date").

2. **MERGER.** As of the Effective Date, the separate existence of the Merged Corporation shall cease, and the Surviving Company shall continue to exist by virtue of and be governed by the laws of the State of Rhode Island and shall be known by its present name. After the Effective Date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in such single Surviving Company without further act or deed; and the title to any real

estate, or any interest therein, vested in any such Corporation shall not revert or be in any way impaired by reason of such merger. The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claims existing or actions or proceeding pending by or against the Merged Corporation may be prosecuted as if such merger had not taken place. Neither the rights of the Merged Corporation's creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

3. **BY-LAWS.** The By-Laws of the Surviving Company, as of the Effective Date, shall continue to be the By-Laws of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

4. **OFFICERS.** The officers of the Surviving Company immediately prior to the merger shall continue to be the officers of the Surviving Company.

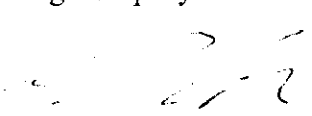
5. **STOCK CERTIFICATES.** Because the percentage ownership of each shareholder of the Merged Corporation is identical to the percentage ownership of each shareholder of the Surviving Company, no shares in the Surviving Company shall be issued as a result of this merger. The act of issuing new or additional evidences of ownership in the Surviving Company would be meaningless since the ownership of the Surviving Company before and after the merger will be identical.

6. **FURTHER ACTS OR DOINGS.** If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the President of the Merged Corporation and the proper officers of the Surviving Company are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Corporation or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan of Merger.

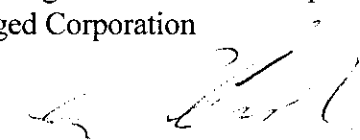
IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

Applegate Realty Co.
Surviving Company

By: 
Christopher D. Colardo, President

New England Investment Properties, Inc.
Merged Corporation

By: 
Christopher D. Colardo, President



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

