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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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 SEP 14 PM 3:33

ARTICLES OF MERGER OR CONSOLIDATION INTO

Strategic Regulatory & Scientific Communication, 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
Strategic Regulatory & Scientific Communication, LLC	limited liability company	RI
Strategic Regulatory and Scientific Communication, LLC	limited liability company	MA

- 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 Strategic Regulatory & Scientific Communication, 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

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.

.....
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.

Strategic Regulatory & Scientific Communication, LLC

Print Entity Name

By: Kristi L Brooks Authorized Member
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Strategic Regulatory and Scientific Communication, LLC

Print Entity Name

By: Kristi L Brooks Authorized Member
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

4. Terms of Merger. The terms and conditions of the Merger are as follows:
The name of the Surviving Corporation, following the Effective Date of the Merger, shall be and remain "Strategic Regulatory & Scientific Communication, LLC".

- (a) As of the Effective Date, the Articles of Organization of SRSC1 ("Articles") shall be and remain the Articles of the Surviving Limited Liability Company.
- (b) From and after the Effective Date, the Members of the Surviving Limited Liability Company shall be the current Members and of SRSC1.
- (c) From and after the Effective Date the principal place of business of the Surviving Limited Liability Company shall be 60 Woodbridge Drive, East Greenwich, RI 02818.
- (d) From and after the Effective Date of the Merger, the Surviving Limited Liability Company shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of both SRSC1 and SRSC2; and all property, real, personal and mixed, and all debts due on whatever account and all and every other interest of or belonging to or due to SRSC1 and SRSC2, shall be taken and deemed to be transferred to and vested in the Surviving Limited Liability Company without further act or deed; and the title to any real estate, or any interest therein, vested in SRSC1 and SRSC2 shall not revert or be in any way impaired by reason of the Merger; provided, however, that the Surviving Limited Liability Company shall thenceforth be responsible and liable for all the liabilities and obligations of both SRSC1 and SRSC2, and any claim existing or action or proceeding pending by or against either SRSC1 and SRSC2 may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of SRSC1 and SRSC2 shall be impaired by the Merger.
- (f) The Members of SRSC1 and SRSC2 shall execute and deliver all such documents and take all such actions as may be necessary or advisable, or as may be requested by the Surviving Limited Liability Company from time to time, in order to vest fully all the property rights of SRSC1 and SRSC2 in the Surviving Limited Liability Company and otherwise carry out the intent of this Agreement and the transactions contemplated hereby.
- (g) The Surviving Limited Liability Company hereby consents that it may be sued and served with process in the State of Rhode Island (i) in any action or special proceeding for the enforcement of any liability or obligation of SRSC1 or SRSC2; or (ii) with respect to any property transferred or conveyed to it, or with respect to the use made of such property, or any transaction in connection therewith.

- (h) Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be abandoned by the mutual consent of SRSC1 and SRSC2, evidenced by appropriate resolutions of their respective Members, at any time prior to the filing of the Articles of Merger.

WITNESS:

Strategic Regulatory and Scientific Communication,
LLC, a Massachusetts Limited Liability Company



By: 

Kristin L. Brooks, Member



By: 

Kathleen R. Melia, Member

WITNESS:


Strategic Regulatory & Scientific Communication,
LLC, a Rhode Island Limited Liability Company



By: 

Kristin L. Brooks, Member



By: 

Kathleen R. Melia, Member

**STRATEGIC REGULATORY & SCIENTIFIC COMMUNICATION, LLC,
a Rhode Island Limited Liability Company**

and

**STRATEGIC REGULATORY and SCIENTIFIC COMMUNICATION,
LLC, a Massachusetts Limited Liability Company**

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made this 1st day of September, 2015, by and between Strategic Regulatory & Scientific Communication, LLC, a Limited Liability Company organized and existing under the laws of the State of Rhode Island ("SRSC1"), and Strategic Regulatory and Scientific Communication, LLC, a Limited Liability Company organized and existing under the laws of the Commonwealth of Massachusetts ("SRSC2").

WHEREAS, the Members of SRSC1 and SRSC2 have determined that it is advisable and in their respective best interests for SRSC2 to be merged with and into SRSC1, with SRSC1 being the Surviving Limited Liability Company, on the terms and conditions set forth herein.

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect, as follows:

1. Approval of Merger.

- (a) This Agreement was advised, authorized and approved by the Members of SRSC1 in accordance with Rhode Island Law and its Articles of Organization.
- (b) This Agreement was advised, authorized and approved by the Members of SRSC2 in accordance with Massachusetts Law and its Certificate of Organization

2. Merger. At the Effective Date of the Merger, the separate existence of SRSC2 shall cease and SRSC2 shall be merged with and into SRSC1 (the "Merger"), which shall continue its existence and be the limited liability company surviving the Merger and be subject in all respects to Rhode Island Law. SRSC1, as it will exist following the Merger, is sometimes hereinafter referred to as the "Surviving Limited Liability Company."

3. Effective Date. SRSC1 and SRSC2 shall file Articles of Merger with the Rhode Island Secretary of State with respect to the Merger, as required by the laws of the State of Rhode Island and the Merger shall become effective upon the filing of such Articles of Merger (the "Effective Date"), in accordance with applicable law.