

Filing Fee: See Instructions

ID Number: 571489



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 AUG 19 AM 9:22

ARTICLES OF MERGER OR CONSOLIDATION INTO

Alpine Appraisal Company

(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
Alpine Appraisal Company	Profit Corporation	RI
Alpine Appraisal Company	Profit Corporation	Nevada

- 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 Alpine Appraisal Company

which is to be governed by the laws of the state of Nevada

- 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:

Allison MacKenzie, Ltd.; 402 N. Division St., Carson City, NV 89703

- 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 upon 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.

.....
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.

Alpine Appraisal Company, a Rhode Island Profit Corporation

Print Entity Name

By: Kristin Coviello President - Kristin Coviello
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Alpine Appraisal Company, a Nevada Corporation

Print Entity Name

By: Kristin Coviello President - Kristin Coviello
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing



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

JOEL W. LOCKE, ESQ.
402 N DIVISION ST
CARSON CITY, NV 89703-4168

LETTER OF GOOD STANDING

It appears from our records that **ALPINE APPRAISAL COMPANY** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **ALPINE APPRAISAL COMPANY** is in good standing with the Rhode Island Division of Taxation as of **09/14/2015**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

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

MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,

David M. Sullivan
Tax Administrator

Marc R. Levasseur, Supervising Revenue Officer

Compliance and Collections

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DLN: 0390660001

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated this 29 day of April, 2015, between ALPINE APPRAISAL COMPANY, a Rhode Island profit corporation, and ALPINE APPRAISAL COMPANY, a Nevada corporation.

ALPINE APPRAISAL COMPANY, a Rhode Island profit corporation (hereinafter "AAC RI"), is a corporation organized and existing under the laws of the state of Rhode Island. The total authorized capital stock of the corporation consists of ten thousand (10,000) shares of common stock of no par value, per share, of which zero (0) shares are issued and outstanding. The President of AAC RI is Kristin Coviello.

ALPINE APPRAISAL COMPANY, a Nevada corporation (hereinafter "AAC NV"), is a corporation organized and existing under the laws of the state of Nevada. The total authorized capital stock of the corporation consists of ten thousand (10,000) shares of common stock of no par value, of which twenty thousand (100) shares are issued and outstanding. The shareholders and the amount of shares owned are as follows:

<u>NAME</u>	<u>SHARES</u>
Kristin Coviello	100

The Board of Directors of each of the corporations, respectively, deem it desirable and in the best interests of the corporations and their shareholders that the two corporations be merged into AAC NV, and the corporations, respectively, desire that they so merge under and pursuant to the corporation laws of the state of Nevada and the state of Rhode Island and within the meaning of the Internal Revenue Code.

Now, therefore, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. As soon as all the following events shall have happened, viz.,

(a) this plan and agreement shall have been adopted and approved by the unanimous vote of the directors and shareholders of each of the constituent corporations and that fact shall have been certified; and

(b) this plan and agreement, so adopted and certified, shall have been signed, acknowledged, and filed as required by the provisions of the laws of the state of Nevada, NRS 92A.200, et seq., and the applicable laws of the state of Rhode Island; thereupon, AAC RI shall be deemed to have merged with and into AAC NV, which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger is hereinafter sometimes referred to as the Surviving Corporation; AAC RI and AAC NV are hereinafter sometimes referred to as the Constituent Corporations; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger." The effective date of the merger shall be the date of filing the Articles of Merger with the Nevada Secretary of State's Office.

2. Surviving Corporation. The name of the Surviving Corporation shall be ALPINE APPRAISAL COMPANY, a Nevada corporation. 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 of AAC RI, on the effective date of the merger.

3. Articles of Incorporation of Surviving Corporation. On the effective date of the merger, the Articles of Incorporation of AAC NV shall be the Articles of Incorporation of VMR RI, but shall be amended consistent with the laws of Nevada and filed with the Nevada Secretary of State as necessary.

4. Bylaws of Surviving Corporation. On the effective date of the merger, the Bylaws of AAC NV shall be the Bylaws of the AAC RI until the same are amended or repealed in accordance with the provisions thereof.

5. Directors and Officers of Surviving Corporation. The Board of Directors of the Surviving Corporation shall initially consist of the Directors who shall hold office from the effective date of the merger until the annual meeting of shareholders and until their successor(s) shall have been duly elected and shall have qualified, or until their earlier death, resignation, or removal. The respective name and business address of the Directors on the effective date of the merger are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kristin Coviello	6658 Salt Brush Reno, Nevada 89511

The principal officers of the Surviving Corporation shall hold office until their successors shall have been duly elected or appointed and shall have qualified or until their earlier death, resignation, or removal, and their respective office and business address are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Director	Kristin Coviello	6658 Salt Brush
Secretary/Treasurer		Reno, Nevada 89511

If, upon the effective date of the merger, a vacancy shall exist on the Board of Directors or in any of the offices of the Surviving Corporation above specified, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of the Surviving Corporation.

6. Capital Stock of Surviving Corporation. On the effective date of the merger, the authorized capital stock of the Surviving Corporation shall be 100,000 shares of common stock having no par value.

7. Conversion and Exchange of Shares.

A. The manner and basis of converting or exchanging the shares of the stockholders of AAC RI shall be as follows:

Each share of no par value common stock of AAC RI, which shall be outstanding immediately prior to the effective date of the merger, shall be merged, by virtue of the merger and without any action on the part of the holder thereof, into the same number of shares of no par value common stock of the Surviving Corporation. AAC NV shall issue 100 shares to Kristin Coviello, and she shall be the in the Surviving Corporation.

8. Effect of Merger. On the effective date of the merger, AAC RI and AAC NV shall cease to exist separately and AAC RI shall be merged with and into AAC NV, in accordance with the provisions of this plan and agreement and the laws of the state of Nevada, Chapter 92A of Nevada Revised Statutes, with AAC NV assuming and succeeding to all the rights and obligations of AAC RI.

9. Further Instruments. From time to time, as and when requested by the Surviving Corporation or its successors or assigns, AAC RI 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 plan and agreement.

10. Principal Offices. The location of the principal office of the Surviving Corporation shall be 6658 Salt Brush, Reno, Nevada 89511, but the corporation may maintain such offices and places of business in any other place as the Directors may find convenient.

11. Termination of Merger Plan. This Plan and Agreement of Merger may be terminated and abandoned by action of the Board of Directors of either AAC RI or AAC NV at any time prior to the effective date of the merger, whether before or after approval by the shareholders of the Constituent Corporations.

IN WITNESS WHEREOF, ALPINE APPRAISAL COMPANY, a Rhode Island profit corporation, and ALPINE APPRAISAL COMPANY, a Nevada corporation, have caused this plan and agreement to be signed in their corporate names by their respective authorized agents and by each member of their respective Board of Directors and shareholders, who unanimously consent thereto.

ALPINE APPRAISAL COMPANY,
a Rhode Island profit corporation

By: Kristin Coviello
KRISTIN COVIELLO,
President

Attest:

Kristin Coviello
Secretary, KRISTIN COVIELLO

Confirmed and Ratified By:

Kristin Coviello
KRISTIN COVIELLO,
President/Director/Treasurer/Secretary/Stockholder

ALPINE APPRAISAL COMPANY,
a Nevada corporation

By: Kristin Coviello
KRISTIN COVIELLO,
President

Attest:

Kristin Coviello
Secretary, KRISTIN COVIELLO

Confirmed and Ratified By:

Kristin Coviello
KRISTIN COVIELLO
President/Secretary/Treasurer/Director/Stockholder