Filing Fee: $50.00

ID Number: 632407

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SECRETARY OF STATE
CORPORATIONS DIV

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

CERTIFICATE OF CORRECTION

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

1. The name of the corporation is: **Palomar of Rhode Island Limited**

2. The document to be corrected is **page 5 of the Agreement and Plan Merger**

3. The document being corrected was originally filed on **April 5, 2011**

4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement:
Missing page 5 of the Agreement and Plan Merger that was attached to the Articles of Merger and Consolidation.

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5. The corrected portion of the document states as follows:
Missing page 5 of the Agreement and Plan Merger is now attached.

6. The document attached to this certificate is the corrected document.

7. This Certificate of Correction 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

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Date: **September 29, 2015**

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

Signature of Authorized Officer of the Corporation

Bernard H. Gustin, President

Type or Print Name of Authorized Officer

Form No. 113
Revised: 12/05

Filing Fee: *See Instructions* ID Number: 632407

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RECEIVED SECRETARY OF STATE CORPORATIONS DIV

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

PALOMAR OF RHODE ISLAND LIMITED

(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
PALOMAR LIMITED	Corporation	New Hampshire
PALOMAR OF RHODE ISLAND LIMITED	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 PALOMAR OF RHODE ISLAND LIMITED
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:
N/A

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.

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.

PALOMAR OF RHODE ISLAND LIMITED
Print Entity Name

By: ____________________ Bernard H. Gustin, President
Name of person signing — Title of person signing

By: ____________________ ____________________
Name of person signing — Title of person signing

PALOMAR LIMITED
Print Entity Name

By: ____________________ Bernard H. Gustin, President
Name of person signing — Title of person signing

By: ____________________ ____________________
Name of person signing — Title of person signing

AGREEMENT AND PLAN MERGER

BY AND BETWEEN

PALOMAR LIMITED

AND

PALOMAR OF RHODE ISLAND LIMITED

January 8 , ~~2010~~ 2011

LAW OFFICES OF
MARSHAL D. GIBSON
PROFESSIONAL CORPORATION
ONE CENTURY TOWER
265 CHURCH STREET, SUITE 504
NEW HAVEN, CT 06510

AGREEMENT AND PLAN MERGER

THIS AGREEMENT, made and entered into this 8th day of January, 2010, by and between PALOMAR LIMITED, a New Hampshire corporation with principal offices located in Concord, New Hampshire (hereinafter referred to as "NEW HAMPSHIRE") and PALOMAR OF RHODE ISLAND LIMITED, a corporation with principal offices located in Newport, Rhode Island (hereinafter referred to as "RHODE ISLAND").

WITNESSETH:

WHEREAS, the parties hereto consider it to be in their best interest to merge with one and other; and

WHEREAS, the Board of Directors of each of the parties hereto has separately and specifically authorized and approved such a merger on the terms and conditions hereinafter described.

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 do hereby covenant and agree as follows:

1. MERGER.

A. NEW HAMPSHIRE and RHODE ISLAND shall be merged with and into RHODE ISLAND under the terms and conditions hereinafter set forth.

B. RHODE ISLAND shall be the surviving corporation.

C. Upon the merger becoming effective, the name of the surviving corporation shall thenceforth be PALOMAR OF RHODE ISLAND LIMITED, hereinafter referred to as the "CORPORATION".

2. STATES AND DATES OF INCORPORATION.

A. NEW HAMPSHIRE represents and warrants that it is a corporation organized and in good standing under the laws of the State of New Hampshire.

B. RHODE ISLAND warrants and represents that it is a corporation organized and existing in good standing under the laws of the State of RHODE ISLAND.

3. CAPITAL STOC K OF RHODE ISLAND. RHODE ISLAND warrants and represents that it is presently authorized to issue five thousand (5,000) shares of common voting stock with a par value of One Hundred Dollars ($100.00) per share. All of the ten (10) shares issued and outstanding are owned by NEW HAMPSHIRE.

4. CAPITAL STOCK OF NEW HAMPSHIRE. NEW HAMPSHIRE warrants and represents that it is presently authorized to issue five thousand (5,000) shares of common voting stock with a par value of One Hundred Dollars ($100.00) per share. The shareholders of the ten (10) shares issued and outstanding are the ANDREW STEVENS GUSTIN 2007 TRUST and SAMUEL HASTINGS GUSTIN 2007 TRUST, equally.

5. CONVERSION AND EXCHANGE OF SHARES OF STOCK.

A. Upon the merger becoming effective, all of the issued and outstanding shares of the capital stock of NEW HAMPSHIRE shall be converted into and shall become shares of the common stock of RHODE ISLAND in the ratio of one (1) share of RHODE ISLAND stock for each share of NEW HAMPSHIRE.

6. EFFECT OF MERGER. Upon the merger becoming effective, NEW HAMPSHIRE shall cease to exist separately, and NEW HAMPSHIRE shall be merged with and into RHODE ISLAND in accordance with the provisions of this Agreement and Plan of Merger, and in accordance with the provisions of and with the effect provided in the RHODE ISLAND

General Statutes, as amended. More particularly, but without limiting the generality of the foregoing, RHODE ISLAND, as the surviving corporation, shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the merging corporations; and all property, real, personal, and mixed and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of RHODE ISLAND and NEW HAMPSHIRE, shall be taken and transferred to and vested in RHODE ISLAND, as the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the said merging corporations shall not revert or in any way be impaired by reason of said merger. Further, RHODE ISLAND, as the surviving corporation, shall thenceforth be responsible for all of the liabilities, obligations, and penalties of each of the merging corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against either of such merging corporations may be prosecuted as if such merger had not taken place; and any judgment rendered against either of the merging corporations may be enforced again s RHODE ISLAND as the surviving corporation. Neither the rights of creditors nor any liens on the property of any of the merging corporations shall be impaired by the merger.

7. PROHIBITED ACTIONS. NEW HAMPSHIRE and RHODE ISLAND agree with one and other that, prior to the effective date of the merger provided for herein, neither of them shall take any action, other than as contemplated by this Agreement and Plan of Merger, to amend or change their respective Certificates of Incorporation, By-Laws, Board of Directors, or officers. In addition, each of them agrees not to allow any change to be made in their respective capital structures as described in Paragraphs 3 and 4, nor shall any of them dissolve, liquidate, or merge or consolidate with any other corporation.

8. FURTHER INSTRUMENTS. Subsequent to and from time to time following the merger becoming effective, as and when requested by RHODE ISLAND or its successors and assigns, RHODE ISLAND and NEW HAMPSHIRE 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 RHODE ISLAND shall deem necessary or desirable in order to vest in and confirm unto RHODE ISLAND title to and possession of its property, rights, privileges, powers, and franchises, and otherwise to carry the intents and purposes of this Agreement and Plan of Merger.

9. PRINCIPAL OFFICE OF CORPORATION. Upon the merger becoming effective, the business of RHODE ISLAND shall be conducted principally at its office located at 127 Harrison Avenue, Beech Bound Unit 11, Newport, Rhode Island 02840 where the business of RHODE ISLAND is presently conducted.

10. FISCAL YEAR OF CORPORATION. For income tax and financial reporting purposes, the fiscal year of the corporation shall be a twelve (12) month period ending on August 31 of each year.

11. APPROVAL BY SHAREHOLDERS. This Agreement and Plan of Merger has been submitted by each of the parties hereto to its shareholders for adoption and approval of the same as required by law and each of the parties hereto covenants that its shareholder has ratified, adopted and approved the Plan of Merger.

12. BOARD OF DIRECTORS OF CORPORATION. On the effective date of the merger, the Board of Directors of the corporation, each of whom shall hold office until his successor shall have been duly elected or appointed or until his earlier death, resignation, or removal, shall be as follows:

BERNARD H. GUSTIN
MARSHAL D. GIBSON

13. OFFICERS OF CORPORATION. On the effective date of the merger, the officers of the corporation, each of whom shall hold office until his successors shall be been duly elected or until his earlier death, resignation, or removal, shall be as follows:

President - BERNARD H. GUSTIN
Secretary - SAMUEL H. GUSTIN
Treasurer - ANDREW S. GUSTIN

14. VACANCY ON BOARD OR AMONG OFFICERSHIPS. If, on the effective date of the merger, a vacancy shall exist on the Board of Directors of the corporation or in any of the officerships above specified by reason of the inability or failure of any of the above persons to accept a directorship in the corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the By-Laws of the corporation.

15. EFFECTIVE DATE OF MERGER. Upon this Agreement and Plan of Merger having been adopted and approved by the shareholders of the parties hereto as provided in Paragraph 11 hereof, the appropriate officers of the parties hereto shall execute appropriate Certificates of Merger for filing with the Secretary of State of the State of Rhode Island. Thereafter, this merger shall be effective as of the earlier of the following dates:

A. The date of the filing of the appropriate Certificates of Merger with the Secretary of the State of Rhode Island and the State of New Hampshire.; or

B. 12:01 o'clock a.m. on January 1, 2011.

16. GOVERNING LAW. This Agreement shall be governed by and shall be construed in accordance with the laws of the State of Rhode Island.

17. INTEGRATION. This Agreement and Plan of Merger represents the entire agreement of the parties hereto relating to the subject matter hereof, supercedes all prior oral or written agreements between the parties hereto relating to the subject matter hereof, and may be amended only by subsequent written agreement between the parties hereto.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals.

NEW HAMPSHIRE
PALOMAR LIMITED

Attest:

Secretary, SAMUEL H. GUSTIN

By
Its Duly Authorized President,
BERNARD H. GUSTIN

RHODE ISLAND
PALOMAR OF RHODE ISLAND LIMITED

Attest:

Secretary, SAMUEL H. GUSTIN

By
Its Duly Authorized President,
BERNARD H. GUSTIN

STATE OF Rhode Island)
) ss. January 8th , 2010 KS
COUNTY OF Newport)

On this the 8th day of January , 2010, before me, , the undersigned officer, personally appeared BERNARD H. GUSTIN, who acknowledged himself to be the President of PALOMAR LIMITED, a New Hampshire corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof I hereunto set my hand.

Notary Public

STATE OF Rhode Island)
) ss. January 8th , 2010 KS
COUNTY OF Newport)

On this the 8th day of January , 2010 KS, before me, the undersigned officer, personally appeared BERNARD H. GUSTIN, who acknowledged himself to be the President of PALOMAR OF RHODE ISLAND LIMITED, a Rhode Island corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof I hereunto set my hand.

Kathleen S