

Filing Fee: See Instructions

ID Number: 1660090



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

Hutchinson Relo, Inc.

(Insert full name of surviving or new entity on this line.)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
2016 FEB - 8 AM 9:25

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
Hutchison Relo Inc. 1660090	corporation	RI
The Hutchison Company Inc. 1011416	corporation	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 Hutchison Relo 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:
The Hutchison Company Inc.
- 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 February 10, 2016
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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.

The Hutchison Company Inc.

Print Entity Name

By: Evan S. Hutchison President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Hutchison Relo Inc.

Print Entity Name

By: Evan S. Hutchison President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Plan of Merger

THIS PLAN OF MERGER made and entered into as of the 29th day of January, 2016, between THE HUTCHISON COMPANY INC., a Massachusetts corporation (“HUTCHISON MA”), and HUTCHISON RELO INC., a Rhode Island corporation (“HUTCHISON RI”), and together with HUTCHISON MA, sometimes referred to as the “merging corporations”).

Recitals:

HUTCHISON MA has authorized capital stock consisting of 300,000 shares of common stock, par value \$0.0125 per share. HUTCHISON RI has authorized capital stock consisting of 5,000 shares of common stock, deemed par value \$0.01 per share. HUTCHISON MA owns all of the 1,000 issued and outstanding shares of HUTCHISON RI’s common capital stock, deemed par value \$0.01 per share (“HUTCHISON RI Common Stock”). HUTCHISON MA has issued and outstanding 80,000 shares of common capital stock, par value \$0.0125 per share (“HUTCHISON MA Common Stock”), all of which HUTCHISON MA common stock is held by the sole shareholder of HUTCHISON MA. HUTCHISON MA deems it advisable and generally to the advantage and welfare of the merging corporations that HUTCHISON MA merge with and into HUTCHISON RI under and pursuant to the provisions of Chapter 156D, Part 11 of the Massachusetts General Laws and Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended.

Agreements:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. HUTCHISON MA shall be and hereby is merged with and into HUTCHISON RI as of the Effective Time.

2. Effective Time. This Plan of Merger shall become effective at commencement of business on February 10, 2016 (the time of such effectiveness, the "Effective Time").

3. Surviving Entity. HUTCHISON RI shall survive the merger herein contemplated and shall continue to be governed by the laws of the Rhode Island, but the separate corporate existence of HUTCHISON MA shall cease forthwith upon the Effective Time.

4. Articles of Incorporation. The Articles of Incorporation of HUTCHISON RI as in effect prior to the Effective Time shall be the Articles of Incorporation of HUTCHISON RI immediately following the Effective Time and Article 1 thereof shall be amended in its entirety to read: "The name of the corporation is The Hutchison Company Inc." In all other respects such Articles of Incorporation shall be unchanged by virtue of the merger.

5. Bylaws of HUTCHISON RI. The Bylaws of HUTCHISON RI as in effect prior to the Effective Time shall be the Bylaws of HUTCHISON RI immediately following the Effective Time, except that the name "Hutchison Relo Inc." wherever appearing therein shall be amended to read "The Hutchison Company Inc." Otherwise such Bylaws will not be amended by virtue of the merger, unless and until the same be amended in accordance with the provisions thereof.

6. Effect of the Merger. Upon the Effective Time and subsequently, HUTCHISON RI shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares or other interests, all other choses in action, and all and every other interest of or belonging to or due to each of the merging corporations, is taken and deemed to be transferred to and vested in HUTCHISON RI without further act or deed; and the title to any real estate, or any interest in real estate, vested in either merging entity will not revert or be in any way impaired because of the merger. HUTCHISON RI shall be subsequently responsible and liable for all the liabilities and obligations of

each of the merging corporations; and any claim existing or action or proceeding pending by or against either entity merging hereunder may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted as the named party thereto. Neither the rights of creditors nor any liens upon the property of any merging entity is impaired by the merger.

7. Further Assurances. If at any time HUTCHISON RI shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to HUTCHISON RI any right, title, or interest of HUTCHISON MA held immediately prior to the Effective Time, HUTCHISON MA and its proper officers shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in HUTCHISON RI as shall be necessary to carry out the purposes of this Plan of Merger, and HUTCHISON RI and the proper officers thereof are fully authorized to take any and all such action in the name of HUTCHISON MA or otherwise.

8. Exchange of HUTCHISON RI and HUTCHISON MA Common Stock. Forthwith upon the Effective Time, the HUTCHISON RI Common Stock held by HUTCHISON MA shall be exchanged for the HUTCHISON MA Common Stock held by its sole shareholder (who shall promptly surrender any certificates therefor) and as of the Effective Time, the HUTCHISON MA Common Stock so exchanged shall be retired and cease to exist.

9. Book Entries; Tax Free Reorganization. The merger contemplated hereby shall be treated, on the books and records of the constituent corporations, in such manner as, with the advice of the accountants for HUTCHISON RI, will be most advantageous to such corporations. The merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

10. Directors and Officers. The directors and officers of HUTCHISON RI serving at the Effective Time will continue to be the officers of HUTCHISON RI after the Effective Time, without change by virtue of the merger. Any such directors and officers shall hold office from the Effective Time until their successors shall be appointed.

11. Termination. This Plan of Merger may be terminated and abandoned by action of the sole shareholder of HUTCHISON MA at any time prior to the Effective Time.

IN WITNESS WHEREOF, each of the merging corporations, pursuant to authority duly granted by its Board of Directors, has caused this Plan to be executed by its authorized officer.

THE HUTCHISON COMPANY INC.
A Massachusetts corporation

By: Euan S. Hutchison
Euan Hutchison, President

HUTCHISON RELO INC.
A Rhode Island corporation

By: Euan S. Hutchison
Euan Hutchison, President



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

