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ID Number: 1660485



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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SECRETARY OF STATE
CORPORATIONS DIV
2016 FEB 15 PM 1:10

ARTICLES OF MERGER OR CONSOLIDATION INTO
CHRISTINE A. MARRA, 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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include CHRISTINE A. MARRA, PSYCHOLOGIST, PLLC (New York) and Christine A. Marra, LLC (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 Christine A. Marra, 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.

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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.

CHRISTINE A. MARRA, PSYCHOLOGIST, PLLC

Print Entity Name

By:  member
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Christine A. Marra, LLC

Print Entity Name

By:  member
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of February ¹² 15 2016 by and between CHRISTINE A. MARRA, PSYCHOLOGIST, PLLC, a New York limited liability company (the "New York Entity") and Christine A. Marra, LLC, a Rhode Island limited liability company (the "Rhode Island Entity").

RECITALS

WHEREAS, Christine A. Marra is the sole member of the New York Entity and of the Rhode Island Entity (the "Sole Member") and she has determined that it is advisable and in the best interests of the respective companies to enter into a business combination by means of the merger of the New York Entity with and into the Rhode Island Entity (the "Merger") and has approved and adopted this Agreement and Plan of Merger (the "Agreement").

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and agreements set forth herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto hereby agree as follows:

AGREEMENT

1. Merger and Effective Time. Effective upon the filing of the Articles of Merger (the "Articles of Merger"), entered into concurrently herewith, with the Secretary of State of the State of New York and the Secretary of State of the State of Rhode Island (the "Effective Time"), the New York Entity shall be merged with and into The Rhode Island Entity (the "Merger") and Rhode Island Entity shall be the surviving entity of the Merger (the "Surviving Entity").

2. Effect of Merger. At the Effective Time, the New York Entity shall merge with and into The Rhode Island Entity and the separate existence of the New York Entity shall cease. The effect of the Merger shall be as provided in the Rhode Island General Laws. Without limiting the generality of the foregoing, as a result of the Merger all rights, powers, privileges, obligations and duties of the New York Entity shall become the rights, powers, privileges, obligations and duties of the Surviving Entity; the Rhode Island Entity.

3. Name of Surviving Entity. The name of the Surviving Entity shall be "Christine A Marra, LLC", which entity is a Rhode Island limited liability company established under Chapter 16 of Title 7 of the General Law of the State of Rhode Island .

4. Governing Documents. The Articles of Organization of the Rhode Island Entity, as in effect at the Effective Time, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until sooner terminated or changed as permitted by the provisions of Rhode Island General Laws.

5. Directors and Officers. At the Effective Time, the directors and the officers of the Surviving Entity shall be the incumbent directors and officers of the New York Entity, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Organization or Operating Agreement of the Rhode Island Entity.

6. Conversion of Membership Interests and Consideration. At the Effective Time, by virtue of the Merger and in consideration therefor, and without any further action on the part of the either of the entities hereto or the Sole Member, the membership interest of Sole member of the New York Entity shall converted to and shall become the same interest in the Rhode Island Entity.

7. Entire Agreement. This Agreement sets forth the entire agreement and understanding among the parties as to the subject matter hereof and merges and supersedes all prior discussions, agreements and understandings of every kind and nature among them.

8. Severability. If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law, or public policy, all other provisions of this Agreement shall nevertheless remain in full force and effect.

9. Termination. Prior to the Effective Time, this Agreement may be terminated and the Merger abandoned by actions of the Sole Member, acting in her sole discretion.

10. Amendment. Prior to the Effective Time, this Agreement may be amended, modified or supplemented only by an agreement in writing executed by both entities or by the Sole Member.

11. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Rhode Island without giving effect to principles of conflicts of law.

12. Headings. The underlined headings contained in this Agreement are for convenience of reference only, shall not be deemed to be a part of this Agreement and shall not be referred to in connection with the construction or interpretation of this Agreement.

13. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature page to follow]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

CHRISTINE A. MARRA, PSYCHOLOGIST,
PLLC

By: 

Name: Christine A. Marra
Title: Sole Member

Christine A. Marra, LLC

By: 

Name: Christine A. Marra
Title: Sole Member



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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

