

Filing Fee: See Instructions

ID Number: 2001



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

Barrington Construction 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 [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 V.F. Realty Company (Corporate ID 13768) and Barrington Construction (Corp. ID 2001).

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 Barrington Construction Company 2001 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.

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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.

Barrington Construction Company

Print Entity Name

By: Alfred V. Farina (pres) **Alfred V. Farina, President**
 Name of person signing Title of person signing

By: _____
 Name of person signing Title of person signing

V.F. Realty Company

Print Entity Name

By: Alfred V. Farina (pres) **Alfred V. Farina, President**
 Name of person signing Title of person signing

By: _____
 Name of person signing Title of person signing

PLAN OF MERGER
Between
BARRINGTON CONSTRUCTION COMPANY
a Rhode Island Corporation
and
V.F. REALTY COMPANY
a Rhode Island Close Corporation

On the Effective Date of the merger, V.F. REALTY COMPANY a Rhode Island Close Corporation (the "Merging Company") will be merged with and into BARRINGTON CONSTRUCTION COMPANY a Rhode Island Corporation (the "Surviving Company"), with the Surviving Company being the company to continue to exist, and the Surviving Company's identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger.

1. The Effective Date of the merger shall be the date of issuance of the Certificate of Merger by the Secretary of State of Rhode Island (the "Effective Date").

2. On the Effective Date of the merger the separate existence of the Merging Company, except insofar as it may be continued by statute, shall cease, and without further action by either company, the Surviving Company shall succeed to all of the assets, liabilities, rights and privileges of the Merging Company as, and to the extent, provided under the Laws of the State of Rhode Island.

3. The Articles of Organization of the Surviving Company as originally filed on April 30, 1945 and as thereafter amended, shall on the Effective Date of the merger, be the Articles of Organization of the surviving company as amended, until further altered, amended or repealed as provided by law.

4. The Operating Agreement of the Surviving Company in effect on the Effective Date of the merger shall be the Operating Agreement of the surviving company until amended, rescinded, or repealed as provided therein or by law.

5. Upon the Effective Date of the merger each outstanding shareholder interest of the Merging Company shall be completely canceled and cease to exist. The shareholders of the Merging Company shall continue to be the shareholders of the Surviving Company, and their capital accounts will be adjusted to reflect the merger.