

Filing Fee: See Instructions

ID Number: 000790343



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
2016 MAY 31 PM 1:04

ARTICLES OF MERGER OR CONSOLIDATION INTO

WINDY MEDIA 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 ☒ 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
WINDY MEDIA LLC 790343	LIMITED LIABILITY COMPANY	RHODE ISLAND
WINDY MEDIA LLC	LIMITED LIABILITY COMPANY	MASSACHUSETTS

- 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 WINDY MEDIA LLC
which is to be governed by the laws of the state of MASSACHUSETTS

- 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:

256 Marginal Street, Boston, MA 02128

- 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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BY LC 276543

- 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.

WINDY MEDIA LLC (A RHODE ISLAND LLC)

Print Entity Name

By: [Signature] **MEMBER** PARTNER/Co-founder
Name of person signing Title of person signing

By: _____
Name of person signing _____ Title of person signing _____

WINDY MEDIA LLC (A MASSACHUSETTS LLC)

Print Entity Name

By: [Signature] **MEMBER** PARTNER / Co-founder
Name of person signing Title of person signing

By: _____
Name of person signing _____ Title of person signing _____

PLAN OF MERGER
BETWEEN
Windy Media, LLC
(a Rhode Island LLC)
AND
Windy Media LLC.
(a Massachusetts Limited Liability Company)

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CORPORATIONS DIV
2015 JUN 13 AM 11:38

THIS PLAN OF MERGER was approved on December 23, 2015 by Windy Media LLC, a limited Liability Company formed under laws of the State of Rhode Island ("WM RI"), by resolution adopted by its Members on such date, and this Plan of Merger was approved on December 23, 2015 by Windy Media LLC formed under laws of the Commonwealth of Massachusetts ("WM MA"), by resolutions adopted by its Members on such date.

WHEREAS, WMRI's principal place of business is located at 118 Prospect Hill St, Newport, RI 02840; and

WHEREAS, WM MA's registered office is located at 256 Marginal Street, Building 16, Boston, MA 02128; and

WHEREAS, WM RI and WM RI and their respective Members deem it advisable and to the advantage, welfare and best interest of their respective companies to merge WM RI with and into WM MA (the "Merger") pursuant to the provisions of the General Law of Commonwealth of Massachusetts ("MAGL") and the Rhode Island General Laws, 1958, as amended ("RIGL"), as applicable, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the promises and the mutual agreement of the parties hereto, being thereunto duly approved by resolutions adopted by the Members of WM RI and duly approved by resolutions adopted by the Members of WM MA, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. Pursuant to the provisions of the MAGL and the RIGL, as applicable, WM RI shall be merged with and into WM MA with WM MA being the surviving corporation (the "Surviving Company"), which shall continue to exist as the Surviving Company under its present name. The separate existence of WM RI (the "Terminating Company") shall cease at the effective time in accordance with the provisions of the MAGL and the RIGL.
2. The Articles of Organization of WM MA, as now in force and effect, shall continue to be the Articles of Organization of the Surviving Company, and such Articles of Organization shall continue in full force and effect until amended or changed in the manner prescribed by the provisions of the MAGL.
3. The operating agreement of WM MA shall continue to be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the MAGL.
4. The officers of WM MA at the effective time of the Merger shall be the members and the first officers of the Surviving Company, respectively, all of whom shall hold their offices

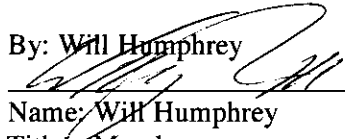
until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. In the event that this Plan of Merger shall have been adopted by each of the Terminating Company and the Surviving Company in accordance with the MAGL and the RIGL, as applicable, each of such companies agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the Commonwealth of Massachusetts or the State of Rhode Island and Providence Plantations and that they will cause to be performed all necessary acts within such jurisdictions and elsewhere to effectuate the Merger.
6. The Members and the proper officers of each of the Terminating Company and of the Surviving Company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger.
7. The effective time of the Plan of Merger, and the time when the Merger herein agreed upon shall become effective, shall be December 23, 2015.
8. Notwithstanding the adoption of this Plan of Merger, such Plan of Merger may be terminated or amended at any time prior to the filing thereof with the Department of State of Commonwealth of Massachusetts and the Secretary of State of the State of Rhode Island and Providence Plantations.

IN WITNESS WHEREOF, each of WM RI and WM MA have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first written above.

Windy Media LLC
a Rhode Island Limited Liability Company

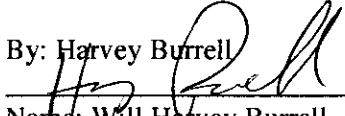
By: Will Humphrey


Name: Will Humphrey

Title: Member

Windy Media LLC
a Massachusetts Limited Liability Company

By: Harvey Burrell


Name: Will Harvey Burrell

Title: Member



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

790343

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2016 JUN 13 AM 11:38

WILL HUMPHREY
256 MARGINAL ST
BUILDING 16
BOSTON, MA 02128-2800

LETTER OF GOOD STANDING

It appears from our records that **WINDY MEDIA, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **WINDY MEDIA, LLC** is in good standing with the Rhode Island Division of Taxation as of **05/18/2016**. 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 - CORPORATION IS THE 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,

Neena Savage
Acting Tax Administrator

Cheri O'Connor
Supervising Revenue Officer
Compliance and Collections

462380848:11337285
DLN: 1210995001



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

