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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

2016 SEP 23 PM 12:52
RECEIVED
R.I. SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES

ARTICLES OF MERGER OR CONSOLIDATION INTO

EDDY STREET, 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:

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Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include 225 Carolina Avenue, LLC and Eddy Street, LLC.

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 Eddy Street, 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: n/a

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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BY [Signature]

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.

225 CAROLINA AVENUE, LLC

Print Entity Name

By: James R. Winoker  
Name of person signing

James R. Winoker, Managing Member

Title of person signing

By: \_\_\_\_\_  
Name of person signing

Title of person signing

EDDY STREET, LLC

Print Entity Name

By: James R. Winoker  
Name of person signing

James R. Winoker, Managing Member

Title of person signing

By: \_\_\_\_\_  
Name of person signing

Title of person signing

EXHIBIT I  
TO ARTICLES OF MERGER

**AGREEMENT AND PLAN OF MERGER PURSUANT TO WHICH**

**225 CAROLINA AVENUE, LLC**  
(a Rhode Island Limited Liability Company)

**WILL MERGE WITH AND INTO**

**EDDY STREET, LLC**  
(a Rhode Island Limited Liability Company)

**(Pursuant to Section 7-16-60 of the Rhode Island Limited Liability Company Act)**

THIS AGREEMENT AND PLAN OF MERGER (the “**Plan of Merger**”) by and between 225 Carolina Avenue, LLC (“**Carolina**”) and Eddy Street, LLC (“**Eddy Street**” and, after the Effective Time, as defined below, the “**Surviving LLC**”) (each of Carolina and Eddy Street are referred to herein individually as a “**Party**” and collectively as, the “**Parties**”) by which the Parties, in consideration of the mutual promises and terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), agree to merge (the “**Merger**”).

WHEREAS, the Managing Members of each of Carolina and Eddy Street have deemed it advisable and to the advantage of each of Eddy Street and Carolina that Carolina merge with and into Eddy Street upon the terms and conditions herein provided; and

WHEREAS, the members of each Party have adopted and approved this Plan of Merger in accordance with Section 7-16-21 of the Rhode Island Limited Liability Company Act.

NOW, THEREFORE, the Parties agree as follows:

1. **The Merger and Surviving LLC.** In accordance with the terms of this Plan of Merger and the laws of the State of Rhode Island, the Surviving LLC shall make an appropriate filing of the Articles of Merger, including a copy of this Plan of Merger, with the Secretary of State of the State of Rhode Island. At the Effective Time (as defined below), Carolina shall be merged with and into Eddy Street, and Eddy Street shall be the Surviving LLC after the Merger and which shall continue to exist as a limited liability company created under and governed by the laws of the State of Rhode Island.

2. **Effective Time.** The Merger shall be effective upon acceptance of the Articles of Merger by the Secretary of State of the State of Rhode Island (the “**Effective Time**”).

3. **Effect of Merger.** At the Effective Time:

- a) Carolina shall merge with and into the Surviving LLC;
- b) The separate existence of Carolina shall cease;

c) The title to all real and other property, tangible and intangible, owned by Carolina shall be vested in the Surviving LLC without reversion or impairment, and such vesting shall occur without further act or deed;

d) The Surviving LLC shall have all liabilities and obligations of Carolina;

e) The Surviving LLC may be substituted for Carolina in any proceeding pending against Carolina; and

f) The Merger shall otherwise have the effects provided under the applicable laws of Rhode Island, including, without limitation, R.I.G.L. § 7-16-63.

4. **Cancellation of Interests.** At the Effective Time, all of the limited liability company interests in Carolina shall be cancelled, and limited liability company interests in the Surviving LLC will be issued to the Members of Carolina.

5. **Articles of Organization and Operating Agreement.** The Articles of Organization and the Operating Agreement of the Surviving LLC, as in effect immediately prior to the Effective Time, shall continue to be the Surviving LLC's Articles of Organization and Operating Agreement at and after the Effective Time. Nothing herein shall limit the ability of the Surviving LLC to amend its Articles of Organization or Operating Agreement at any time and from time to time after the Effective Time, in accordance with the applicable provisions thereof and applicable law.

6. **Tax Treatment of Merger.** Solely for federal tax purposes and pursuant to Treas. Reg. 1.708-1(c)(3)(i), the Parties intend to treat the Merger as an "assets-over" form, pursuant to which Carolina is deemed to have transferred its assets and liabilities to Eddy Street in exchange for interests in Eddy Street, which interests are then distributed to the partners of Carolina in liquidation of Carolina.

7. **Amendment, Termination and Abandonment.** This Plan of Merger may be modified or amended in any manner and at any time and from time to time prior to the filing of the Articles of Merger and Plan of Merger with the Secretary of State of the State of Rhode Island. Any modification or amendment to this Plan of Merger must be made in writing and executed by the Parties hereto. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Rhode Island by action of either Party's governing board or sole Manager, as applicable.

8. **Further Assurances.** Upon execution of this Plan of Merger and thereafter, Carolina and Eddy Street each agree to do such things as may be reasonably requested by the other in order to consummate more effectively or document the transactions contemplated by this Plan of Merger or otherwise carry out the purposes of this Plan of Merger. If at any time the Surviving LLC shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving LLC, in accordance with the terms of this Plan of Merger, the title of any property or rights of Carolina, then the last acting members and managers

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of Carolina or the corresponding members and managers of the Surviving LLC shall be authorized to execute such instruments, to make all such assignments and assurances and to do all things necessary and proper to vest title in such property or rights in the Surviving LLC.

9. **Number; Gender; Captions; Certain Designations.** Whenever the context so requires, the singular numbers includes the plural, the plural includes the singular, and the gender of any pronoun includes the other gender. Titles and captions in this Plan of Merger are inserted only as matter of convenience and in no way affect the scope of this Plan of Merger or the intent of its provisions.

10. **Governing Law.** This Plan of Merger is governed by and shall be construed and enforced in accordance with the laws of the State of Rhode Island.

11. **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original.

*[Signature Page Follows]*

DULY EXECUTED and delivered by each of the Parties, through the actions of their duly authorized officers, this 23<sup>rd</sup> day of September, 2016.

**225 CAROLINA AVENUE, LLC**

By: James R. Winoker  
Name: James R. Winoker  
Title: Managing Member

**EDDY STREET, LLC**

By: James R. Winoker  
Name: James R. Winoker  
Title: Managing 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*

