

Filing Fee: See Instructions

ID Number: 1028384



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

Luca + Danni, Inc.

(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
<u>Luca + Danni, LLC</u>	<u>Limited Liability Company</u>	<u>Rhode Island</u>
<u>Luca + Danni, Inc.</u>	<u>Corporation</u>	<u>Delaware</u>

- 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 Luca + Danni, Inc.
which is to be governed by the laws of the state of Delaware

- 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:

838 Dyer Ave., Cranston, RI, 02920

- 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.

Luca + Danni, LLC

Print Entity Name

By: _____

Name of person signing

Authorized Member

Title of person signing

By: _____

Name of person signing

Title of person signing

Luca + Danni, Inc.

Print Entity Name

By: _____

Name of person signing

Chief Executive Officer

Title of person signing

By: _____

Name of person signing

Title of person signing

AGREEMENT AND PLAN OF MERGER

OF

**Luca + Danni, LLC,
a Rhode Island Limited Liability Company**

and

**Luca + Danni, Inc.,
a Delaware corporation**

This Agreement and Plan of Merger, dated as of October 5, 2016, is between Luca + Danni, LLC, a Rhode limited liability company ("LLC") and Luca + Danni, Inc., a Delaware corporation ("**L+D**").

WHEREAS, the members of the LLC and the Board of Directors of L+D have (a) determined that it is advisable and to the advantage of the LLC and L+D and their respective members and stockholders that the LLC merge with and into L+D upon the terms and conditions herein provided and the requirements of the Delaware General Corporation Law ("**DGCL**") and the Rhode Island Limited Liability Company Act ("**RILLCA**"), (b) approved and adopted this Agreement and Plan of Merger and (c) directed that this Agreement and Plan of Merger be submitted to a vote of the respective members of the LLC and stockholders of L+D.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. MERGER

1.1 Merger. In accordance with the provisions of this Agreement and Plan of Merger, the DGCL and the RILLCA, LLC shall be merged (the "**Merger**") with and into L+D, and L+D shall be the surviving corporation after the Merger (the "**Surviving Corporation**").

1.2 Filing and Effectiveness. The Merger shall become effective upon filing of a Certificate of Merger (or as otherwise stated in such Certificate) with the Secretary of State of the State of Delaware in accordance with Section 252 of the DGCL and the filing of Articles of Merger with the Secretary of State of Rhode Island in accordance with Section 7-16-62 of the RILLCA (the "**Effective Time**").

1.3 Certificate of Incorporation. The Certificate of Incorporation of L+D as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.4 Bylaws. The Bylaws of L+D as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.5 Directors and Officers. The directors and officers of L+D at the Effective Time shall constitute the directors and officers of the Surviving Corporation after the Merger.

1.6 Effect of Merger. At the Effective Time, the separate existence of LLC shall cease and L+D, as the Surviving Corporation, shall (i) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of LLC and (ii) continue to be subject to all of the debts and liabilities of LLC in the same manner as if L+D had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the RILLCA.

2. **MANNER OF CONVERSION OF EQUITY**

2.1 Conversion. As of the Effective Time, by virtue of the Merger and without any action by the holders of membership interests of LLC or the Surviving Corporation (a) the membership interests of LLC interest issued and outstanding immediately prior to the Effective Time (which represent all of the issued and outstanding equity interests in the LLC), shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted (and automatically canceled and extinguished) into 2,916,000 shares of L+D Common Stock, (b) the membership interest purchase options issued and outstanding (which represent all of the issued and outstanding options to purchase equity interest in the LLC) shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted (and automatically canceled and extinguished) into options to purchase 324,000 shares of L+D Common Stock, and (c) each share of L+D Common Stock issued and outstanding immediately prior to the Effective Time, shall be automatically canceled and extinguished by virtue of the Merger without any action by the holder thereof, and certificates representing such shares shall be cancelled.

3. **GENERAL**

3.1 Amendment or Waiver. As permitted by applicable law, prior to filing the Certificate/Articles of Merger, the parties hereto by mutual consent of their respective members and Boards of Directors may amend, modify or supplement this Agreement and Plan of Merger, or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing at any time; provided, however, that after adoption of this Agreement and Plan of Merger by the stockholders of either party, no such amendment, modification, supplement or waiver shall: (a) alter or change the amount or kind of shares to be received in exchange for the shares of such party, (2) alter or change any term of the certificate of incorporation of the surviving corporation to be effected by the merger or consolidation, or (3) alter or change any of the terms and conditions of the agreement if such alteration or change would adversely affect the members or stockholders of such party.

3.2 Abandonment. At any time before filing of the Certificate/Articles of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by written consent of the members of LLC or the Board of Directors of L+D, or both, notwithstanding approval of this Agreement by the stockholders of L+D or members of LLC, or both.

3.3 Conditions of Merger. The Merger will be subject to the adoption and approval of this Agreement and Plan of Merger by the stockholders of L+D and the members of LLC in accordance with the requirements of the DGCL and the RILLCA.

3.4 Registered Office. The registered office of the surviving Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle (zip code 19801); and the name of the registered agent of the Surviving Corporation in the State of Delaware at such address is The Corporation Trust Company.

3.5 Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, 838 Dyer Ave., Cranston, RI 02920 and copies thereof will be furnished to any stockholder of LLC and/or L+D, upon request and without cost.

3.6 Governing Law. This Agreement and Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the State of Delaware.

3.7 Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

[Signature Page to Follow.]

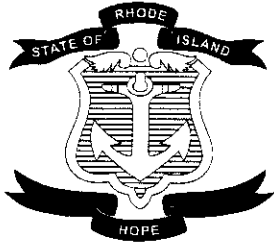
IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolution of the Boards of Directors of L+D and the Members of LLC, and by vote of the stockholders of L+D, is hereby executed on behalf of each of said entities by their respective officers thereunto duly authorized.

Luca + Danni, Inc.,
a Delaware corporation

By: 
Alfred F. Magnanini, Chief Executive
Officer

Luca + Danni, LLC,
a Rhode Island Limited Liability Company

By: 
Alfred F. Magnanini, Authorized Member



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

1028384

DAVID WITTMANN
PARTRIDGE SNOW & HAHN LLP
30 FEDERAL STREET
BOSTON, MA 02110-

LETTER OF GOOD STANDING

It appears from our records that **LUCA + DANNI, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **LUCA + DANNI, LLC** is in good standing with the Rhode Island Division of Taxation as of **09/27/2016**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

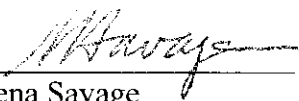
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or 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 *OK*

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

473089890:11618487
DLN: 1801195001



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

