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Filing Fee: ***See Instructions*** **ID Number:** 000034867

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R.I. DEPT. OF STATE

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

Rhode Island Novelty, 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
Rhode Island Novelty, Inc.	**business corporation**	**Rhode Island**
Rhode Island Novelty, Inc.	**corporation**	**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 **Rhode Island Novelty, Inc.**
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:
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:
c/o James P. Redding, Esq., 27 Sakonnet Point Road, Little Compton, RI 02837

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 <u>BUSINESS CORPORATION</u> 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.

Rhode Island Novelty, Inc.
Print Entity Name

By: ______________________________ **President**
Name of person signing — Title of person signing

By: ______________________________ ______________________________
Name of person signing — Title of person signing

Rhode Island Novelty, Inc.
Print Entity Name

By: ______________________________ **President**
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 (hereinafter referred to as the "Agreement") is dated as of November 1, 2016 by and between RHODE ISLAND NOVELTY, INC., a Massachusetts corporation (hereinafter referred to as the **"Surviving Corporation"**) and RHODE ISLAND NOVELTY, INC. , a Rhode Island corporation (hereinafter referred to as the **"Merged Corporation"**) (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the **"Constituent Entities"**).

W I T N E S S E T H:

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the Commonwealth of Massachusetts; and

WHEREAS, the respective stockholders of the Constituent Entities deem it advisable and in the best interests of the Constituent Entities that the Merged Corporation be merged into the Surviving Corporation under and pursuant to Section 7-1.2-1004 and 1006 of the Rhode Island Business Corporation Act, and Section 11.02 of the Business Corporation Act of the Commonwealth of Massachusetts; and

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation of the merger (the **"Merger"**), upon filing of the Articles of Merger to be filed with the Secretary of State of the State of Rhode Island and the Secretary of State of the Commonwealth of Massachusetts (the **"Effective Date"**).

2. Terms and Conditions. On the Effective Date of the Merger, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the Merger. The identity, existence, purposes, powers,

objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and the identity, existence, purposes, powers, objects, franchises, rights and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into the interests of the Surviving Corporation are as follows:

(a) Each share of common stock of the Merged Corporation that is issued and outstanding on the Effective Date of the Merger shall be canceled and no payment shall be made with respect thereto.

(b) Each share of stock of the Surviving Corporation that is outstanding on the Effective Date of the Merger shall remain outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the date of the Merger shall continue to be its Articles of Incorporation following the Effective Date of Merger.

5. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the Merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the Effective Date of the Merger.

6. Directors and Officers. The officers and directors of the Surviving Corporation on the Effective Date of the Merger shall continue as the officers and directors of the Surviving Corporation following the Merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

7. Approvals. This Agreement requires the approval of the directors of the Merged Corporation and of the Surviving Corporation in accordance with the provisions of Section 7-1.2-1004 of the Rhode Island Business Corporation Act and Section 11.04 of the Business Corporation Act of the Commonwealth of Massachusetts.

8. Successors and Assigns; No Other Beneficiaries. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or

obligations hereunder without the consent of the other party hereto. This agreement is not intended to confer upon any person not a party hereto any rights or remedies hereunder.

9. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the Commonwealth of Massachusetts without regard to the conflict of law rules thereof.

10. Counterparts, Effectiveness. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

[Signatures to appear on the following page]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Entities, has caused this Agreement to be executed as of the date first above written.

RHODE ISLAND NOVELTY, INC.,
a Rhode Island corporation

By:____________________________
Name: BOLDAN NOWAK
Title: PRESIDENT

RHODE ISLAND NOVELTY, INC.
a Massachusetts corporation

By:____________________________
Name: BOLDAN NOWAK
Title: PRESIDENT

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

KEDRON D OBERNDORF
C/O GREENBERG TRAURIG, LLP
1 INTERNATIONAL PL
BOSTON, MA 02110-2602

LETTER OF GOOD STANDING

It appears from our records that **RHODE ISLAND NOVELTY, INC.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **RHODE ISLAND NOVELTY, INC.** is in good standing with the Rhode Island Division of Taxation as of **11/09/2016.** 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 OF CORPORATIONS RI NON-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

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DLN: 2103364001

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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:

December 01, 2016 12:06 PM

Nellie M. Gorbea
Secretary of State

145715-1-1162128