

Filing Fee: See Instructions

ID Number: 1894



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

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BUS. SVCS. DIV.
2016 DEC 22 AM 11:08

ARTICLES OF MERGER OR CONSOLIDATION INTO

Bald Hill Realty Co.

(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
Bald Hill Realty Co. 1894	Business Corporation	RI
Bald Hill Rentals, Inc. 130461	Business Corporation	RI

- b. The laws of the state under which each entity is organized permit such merger or consolidation. **Rhode Island**

- c. The full name of the surviving or new entity is **Bald Hill Realty Co.**

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 : **effective date shall be upon 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. N/A

i) The name of the subsidiary corporation is N/A

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) N/A

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.

- N/A
- 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

- N/A
- 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.

Bald Hill Realty Co.

Print Entity Name

By: James E. Hagan
James E. Hagan Name of person signing

President & Secretary

Title of person signing

By: Robert G. Petrarca
Robert G. Petrarca Name of person signing

Vice President & Treasurer

Title of person signing

Bald Hill Rentals, Inc.

Print Entity Name

By: James E. Hagan
James E. Hagan Name of person signing

President & Secretary

Title of person signing

By: Robert G. Petrarca
Robert G. Petrarca Name of person signing

Vice President & Treasurer

Title of person signing

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 20th day of December, 2016 by and between:

BALD HILL RENTALS, INC., a Rhode Island corporation ("Absorbed") and;

BALD HILL REALTY CO., a Rhode Island Corporation ("Survivor").

WITNESSETH:

WHEREAS, the corporations deem it advisable and generally to the welfare of said corporations and their respective stockholders that Absorbed merge into Survivor, as authorized by the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island (1956), as amended, (hereinafter "Rhode Island Law") pursuant to the conditions hereinafter set forth; and

WHEREAS, Survivor, by its Articles of Association which were filed in the office of the Secretary of State of the State of Rhode Island on April 18, 1978, has an authorized capital stock consisting of Five Thousand (5000) shares of Common Stock, without par value, of which Six Hundred and Ninety-Seven (697) shares are issued and outstanding; and

WHEREAS, Absorbed, by its Articles of Association which were filed in the office of the Secretary of State of the State of Rhode Island on March 7, 2003, has an authorized capital stock consisting of One Thousand (1000) shares of Common Stock, without par value, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, the principal office of Absorbed and Survivor is located in Warwick, Rhode Island.

NOW, THEREFORE, said corporations by and among their respective Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, hereby agree that Absorbed shall merge into Survivor, pursuant to Rhode Island Law in accordance with the following terms and conditions:

FIRST: Absorbed hereby merges into Survivor, such that Survivor shall be the surviving corporation.

SECOND: The Articles of Association of Survivor shall be the Articles of Association of the surviving corporation, with no changes.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares of the surviving corporation shall be as follows:

Forthwith upon the filing of this Agreement and Plan of Merger as required by Rhode Island Law, the Six Hundred and Ninety-Seven (697) shares of the issued and outstanding capital stock of

Survivor shall remain issued and outstanding; and the One Hundred (100) shares of the issued and outstanding capital stock of Absorbed shall be forthwith retired and cancelled.

FOURTH: The terms and conditions of the merger provided for herein are as follows:

A. Until altered, amended or repealed, as therein provided, the Bylaws of Survivor, as in effect at the date of the execution of this Agreement and Plan of Merger, shall be the Bylaws of the surviving corporation.

B. The first annual meeting of the Stockholders of the surviving corporation held after the date when this Agreement and Plan of Merger becomes effective shall be at the annual meeting provided by the Bylaws thereof for the year 2017.

C. The officers of the surviving corporation shall be a President, Vice President, Treasurer and Secretary and such other officers as from time to time may be elected and the names of the officers of the surviving corporation, who shall hold such offices from and after the date when this Agreement and Plan of Merger shall become effective and until the next annual meeting of the Stockholders to be held thereafter, are those officers of survivor presently in office.

D. The surviving corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

E. This Agreement and Plan of Merger shall become effective as of 12 noon on the date on which this Agreement and Plan of Merger shall be filed in accordance with Rhode Island Law, as of which time the separate existence of Absorbed shall cease, and Absorbed shall be merged into Survivor, in accordance with the provisions of this Agreement and Plan of Merger, which corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this Agreement and Plan of Merger; and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, and all other things in action or belonging to each of said corporations, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, vested by deed or otherwise, in any of said corporations, parties thereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Absorbed shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, and provided further that the liabilities of the constituent corporations or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or any persons dealing with such corporations be impaired by such merger and any claim, action or proceeding pending by or against either of the said constituent corporations may be prosecuted to judgment as if such merger had not taken place, or the said surviving corporation may be substituted in its place.

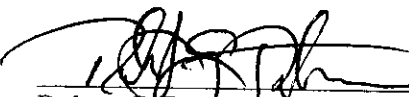
FIFTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in the surviving corporation, the title to any property of Absorbed, acquired or to be acquired by reason of or as a result of the merger provided for in this Agreement and Plan of Merger, the proper officers of the said corporations and the proper officers of the surviving corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise, and to do all things necessary and proper in the name of Absorbed, so to vest, perfect or confirm title to such property in the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

SIXTH: The surviving corporation reserves the right to amend, alter, change or repeal any provision of the Articles of Association, in the manner now or hereafter prescribed by Rhode Island Law, and all rights conferred upon the stockholders herein are granted subject to this reservation.

SEVENTH: This Agreement and Plan of Merger shall be submitted separately to the Stockholders of the respective corporations, parties hereto, in the manner provided by Rhode Island Law. In the event that this Agreement and Plan of Merger shall be adopted and approved by such Stockholders in the manner provided by Rhode Island Law, the Agreement and Plan of Merger shall be certified, signed, acknowledged, filed and recorded in accordance with the provisions of Rhode Island Law.

IN WITNESS WHEREOF, the said corporations, pursuant to resolutions unanimously adopted by their respective Stockholders and Board of Directors, by Unanimous Written Consent of the Stockholders and the Board of Directors, have caused their respective corporate seals to be hereunto affixed and these presents to be signed and acknowledged by their respective President and Secretary duly authorized as of the day and year first above written.

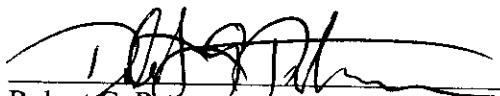
Attest:


Robert G. Petrarca
Vice President & Treasurer

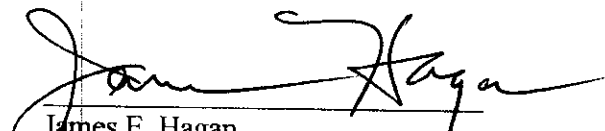
BALD HILL RENTALS, INC.

By: 
James E. Hagan
President & Secretary

Attest:

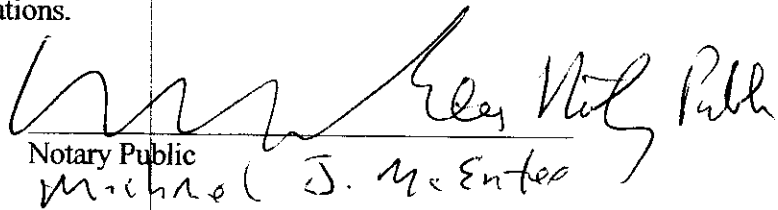

Robert G. Petrarca
Vice President & Treasurer

BALD HILL REALTY CO.

By: 
James E. Hagan
President & Secretary

STATE OF RHODE ISLAND
COUNTY OF KENT

In the City of Warwick, in said County, on this 20th day of December, 2016, there personally appeared before me James E. Hagan, President & Secretary of Bald Hill Realty Co., and Bald Hill Rentals, Inc., each a corporation existing under the laws of the State of Rhode Island, each of the corporations described in and which executed the foregoing Agreement and Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Agreement and Plan of Merger and acknowledged said Agreement and Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporations.


Notary Public
Michael J. McEntee

STATE OF RHODE ISLAND
COUNTY OF KENT

I, ROBERT G. PETRARCA, Vice President & Treasurer of Bald Hill Realty Co., and Bald Hill Rentals, Inc., each corporation duly organized and existing under the laws of the State of Rhode Island, do hereby certify that the foregoing Agreement and Plan of Merger was duly adopted pursuant to Rhode Island Law, by Unanimous Written Consent of the Stockholders and the Board of Directors of each corporation dated DECEMBER 20, 2016.

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of December, 2016.


Robert G. Petarca



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

