

Filing Fee: See Instructions

ID Number: 000098494



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

2017 JUN -8 AM 10:24
FILED

ARTICLES OF MERGER OR CONSOLIDATION INTO

Menemsha Bight, 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Row 1: Lantern Bay, LLC, Single Member LLC, Rhode Island.

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 Menemsha Bight, LLC which is to be governed by the laws of the state of Colorado

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:

44 Cook Street, Suite 100, Denver, CO 80206

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.

.....
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:

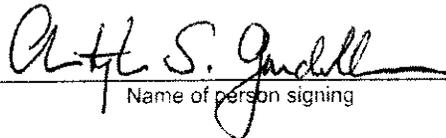
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity 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.

Lantern Bay, LLC

Print Entity Name

By: 
Name of person signing

Manager

Title of person signing

By: _____
Name of person signing

Title of person signing

Menemsha Bight, LLC

Print Entity Name

= _____
Name of person signing

Manager

Title of person signing

By: _____
Name of person signing

Title of person signing



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

98494

2017 JUN -8 AM 10:24
RI DIVISION OF TAXATION

DANE WENTHUR
4121 NAPIER ST
SAN DIEGO, CA 92110-3442

LETTER OF GOOD STANDING

It appears from our records that **LANTERN BAY, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **LANTERN BAY, LLC** is in good standing with the Rhode Island Division of Taxation as of **05/25/2017**. 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.

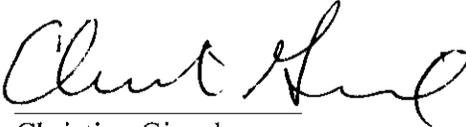
This letter is issued pursuant to the request of the above named corporation for the purpose of:

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
Tax Administrator



Christine Girard
Supervising Revenue Officer
Compliance and Collections

050496137:12295323
DLN: 10000001136

Agreement of Merger
Between Disappearing Rhode Island Limited Liability Company
and Surviving Colorado Limited Liability Company

This agreement of merger is made effective as of June 5, 2017, between Lantern Bay, LLC, a Rhode Island limited liability company, (the "Disappearing Limited Liability Company") and Menemsha Bight, LLC, a Colorado limited liability company (the "Surviving Limited Liability Company"). (The companies together are sometimes referred to below as the "Constituent Companies.")

The Constituent Companies agree as follows:

1. **Disappearing Limited Liability Company.** Disappearing Limited Liability Company is a limited liability company duly organized, existing and in good standing under the laws of Rhode Island, its Articles of Organization having been filed in the state of Rhode Island on January 5, 1998.
 - 1.1. The Disappearing Limited Liability Company has one member who holds 100% of the membership interest in the Company, evidenced by Membership Interest Certificate No. 1 in the amount of 2,000 Membership Interest Units ("Membership Interest"), namely:
Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14
3517 Bruce Burn Drive
Bakersfield, CA 93306
2. **Surviving Limited Liability Company.** Surviving Limited Liability Company is a limited liability company duly organized, existing and in good standing under the laws of the State of Colorado.
 - 2.1. The Surviving Limited Liability Company has one member who holds 100% of the membership interest in the Company, evidenced by Membership Interest Certificate No. 1 in the amount of 2,000 Membership Interest Units ("Membership Interest"), namely:
Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14
3517 Bruce Burn Drive
Bakersfield, CA 93306
 - 2.2. The Surviving Limited Liability Company agrees that it June be served with process in the state of Colorado in any proceeding for enforcement of any obligation of the Surviving Limited Liability Company arising from the merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal proceedings pursuant to Colorado law, and irrevocably appoints the Secretary of the State of Colorado as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Limited Liability Company at 4121 Napier Street, San Diego, CA 92110 c/o Wenthur Law Group, LLP.
3. **Approval by Disappearing Limited Liability Company's Member.** The Member of the Disappearing Limited Liability Company deems it in the best interest of the Disappearing Limited Liability Company and its Member that the Disappearing Limited Liability Company be merged with Surviving Limited Liability Company in accordance with The Rhode Island Limited Liability Company Act, Chapter 7-16.
 - 3.1. The Member of the Disappearing Limited Liability Company hereby adopts on behalf of the Disappearing Limited Liability Company the plan of reorganization set forth in this Agreement of Merger.
 - 3.2. This Merger is authorized under The Rhode Island Limited Liability Company Act, Chapter 7-16.

4. **Approval by the Surviving Limited Liability Company.** The sole Member of the Surviving Limited Liability Company deems it in the best interest of the Surviving Limited Liability Company and its sole member that the Disappearing Limited Liability Company be merged with Surviving Limited Liability Company in accordance with § 60.481 of the Colorado Revised Statutes (C.R.S.).
 - 4.1. The sole Member of the Surviving Limited Liability Company hereby adopts on behalf of the Surviving Limited Liability Company the plan of reorganization set forth in this Agreement of Merger.
5. **Merger.**
 - 5.1. Disappearing Limited Liability Company shall be merged with Surviving Limited Liability Company, which shall survive the merger.
 - 5.2. Disappearing Limited Liability Company's separate existence shall cease on the effective date of the merger.
 - 5.3. Without any other transfer of documentation owned by the Disappearing Limited Liability Company, on the effective date of the merger, Surviving Limited Liability Company shall:
 - 5.3.1. succeed to all of Disappearing Limited Liability Company's rights and property, including but not limited to the following Vessel: 1980 50' Hinckley SV, HIN: 50019; and
 - 5.3.2. be subject to all Disappearing Limited Liability Company's liabilities and obligations; and
 - 5.3.3. not amend the Articles of Organization in any respect by reason of this Agreement of Merger; and
 - 5.3.4. agree that all liens on the property of both entities remain unimpaired, but liens on the Disappearing Limited Liability Company's property are limited to the property affected thereby immediately prior to the effective date. However, at the time of said merger no liens exist against the assets of either the Disappearing Limited Liability Company or the Surviving Limited Liability Company.
 - 5.4. Notwithstanding the above, after the effective date of the merger, the Surviving Limited Liability Company's Member or Manager June perform any acts necessary or desirable to vest or confirm Surviving Limited Liability Company's possession of and title to any property or rights of Disappearing Limited Liability Company, or otherwise carry out this Agreement's purposes. This includes, but is not limited to the filing of this Merger Agreement with either the State of Colorado or the United States Vessel Documentation Center in order to document the Disappearing Corporation's Vessel, currently named "Feather Wind" in the name of the Surviving Limited Liability Company under United States Coast Guard Documentation.
6. **Conversion of Membership Interest.**
 - 6.1. By virtue of the merger and without any action by any member, on the effective of the merger, each membership interest of the Disappearing Limited Liability Company outstanding immediately prior to the effective date shall be cancelled without consideration.
 - 6.2. The Membership Interest Units of the Surviving Limited Liability Company outstanding immediately prior to the merger shall not be changed by reason of the merger since the sole member of the Disappearing Limited Liability Company and sole member of the Surviving Limited Liability Company are the same and it would be superfluous to issue additional Membership Interest Units to the member of the Surviving Limited Liability Company.
7. **Changes in Articles of Organization.** Surviving Limited Liability Company's Articles of Organization in effect on the effective date shall continue to be its Articles of Organization as a result of the merger.

8. **Manager.** The Manager of the Surviving Limited Liability Company shall continue and remain as such after the effective date until a successor has been duly elected or appointed and qualified.
9. **Effective Date.** The effective date of merger shall be June 5, 2017.
10. **Abandonment of Merger.** Any time prior to the effective date, this merger June be abandoned without further obligation or liability by action of the managers of either of the Constituent Companies, notwithstanding approval of the merger by their members.
11. **Counterparts.** This Agreement of Merger June be executed in any number of counterparts, each of which shall constitute an original instrument.
12. **Facsimile Signatures.** It is expressly agreed that the parties hereto June execute this Agreement via facsimile signature and such facsimile signature pages shall be treated as originals for all purposes.

IN WITNESS WHEREOF, the Surviving Limited Liability Company and the Disappearing Limited Liability Company pursuant to the approval and authority duly given by resolutions adopted by their respective Manager(s) has caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

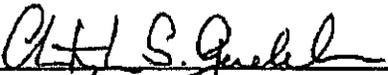
<p><u>"Surviving Limited Liability Company"</u></p> <p>Menemsha Bight, LLC 44 Cook Street, Suite 100 Denver, CO 80206</p> <p><u>By its Sole Member</u> Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14 3517 Brae Burn Drive Bakersfield, CA 93306</p> <p>By: <u>Christopher S. Gardella</u> Christopher S. Gardella, Trustee</p> <p>Dated: June <u>5</u>, 2017</p>	<p>I, Christopher S. Gardella, Trustee of the CSG Family Trust dtd 03/17/14, the sole Member of Menemsha Bight, LLC, a Colorado limited liability company, duly organized, existing and in good standing under the laws of Colorado hereby certify, as sole Member of the said limited liability company, that the Agreement of Merger to which this certificate is attached was duly submitted to the sole Member of said limited liability company, at a special meeting of said member called and upon action by unanimous written consent signed by all the Members, for the purpose of considering and taking action upon said Agreement of Merger, that one hundred percent of said limited liability company's members voted by way of unanimous written consent in favor of said Agreement of Merger and the holders of zero (0) membership interest voted by against same; the said affirmative vote representing at least a majority of the total number of the membership interest of the outstanding membership interest of said limited liability company, and that thereby the Agreement of Merger was by unanimous written consent adopted as the act of the Members and said limited liability company.</p> <p>WITNESS my hand on behalf of said Menemsha Bight, LLC on this <u>5</u> day of June, 2017.</p> <p><u>By its Sole Member</u></p> <p>By: <u>Christopher S. Gardella</u> Christopher S. Gardella, Trustee</p>
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"Disappearing Limited Liability Company"

Lantern Bay, LLC
1 Richmond Square, Suite 125B
Providence, RI 02906
Jurisdiction: Rhode Island
File Date: January 5, 1998
LLC No.: 000098494
EIN: 06-0496137

By its Sole Member

Christopher S. Gardella, Settlor and Trustee of
the CSG Family Trust dtd 03/17/14
3617 Brae Burn Drive
Bakersfield, CA 93306

By: 
Christopher S. Gardella, Trustee

Dated: June 5, 2017

I, Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14, the sole Member of Lantern Bay, LLC, a Limited Liability Company duly organized, existing and in good standing under the laws of Rhode Island hereby certify, as the sole Member of the said Limited Liability Company, that the Agreement of Merger to which this certificate is attached was duly submitted to the members of said limited liability company at a special meeting of said members called and held separately from the meeting of members of any other limited liability company, upon action by unanimous written consent signed by all the members, for the purpose of considering and taking action upon said Agreement of Merger, that two thousand (2,000) membership interest units of said limited liability company were on said date issued and outstanding and that the holder of two thousand (2,000) membership interest units voted by way of unanimous written consent in favor of said Agreement of Merger and the holders of zero (0) membership interest units voted by against same, the said affirmative vote representing at least a majority of the total number of membership interest units of the outstanding capital membership interest of said limited liability company, and that thereby the Agreement of Merger was by unanimous written consent adopted as the act of the members of said Lantern Bay, LLC, and the duly adopted agreement of said limited liability company.

WITNESS my hand on behalf of said Lantern Bay, LLC on this 5 day of June, 2017.

By its Sole Member:

Christopher S. Gardella, Settlor and Trustee of the CSG
Family Trust dtd 03/17/14
3617 Brae Burn Drive
Bakersfield, CA 93306

By: 
Christopher S. Gardella, Trustee

Certificate of Approval of Agreement of Merger by Disappearing Company

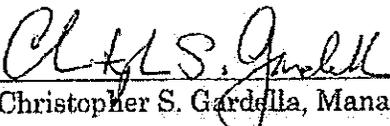
Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14,
certifies that:

1. The CSG Family Trust dtd 03/17/14 is the sole Member of Menemsha Bight, LLC, a Colorado Limited Liability Company.
2. The principal terms of the Agreement of Merger in the form attached were duly approved unanimously by the member of Menemsha Bight, LLC, a Colorado Limited Liability Company by unanimous written consent on June 5, 2017.
3. There is only one class of membership interest and the number of membership interest units outstanding entitled to vote on the merger is two thousand (2,000).
4. The Member approval was by the holders of 100% of the outstanding membership interest of Menemsha Bight, LLC, a Colorado Limited Liability Company.

I further declare under penalty of perjury under the laws of the State of Colorado that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 5, 2017

Menemsha Bight, LLC
44 Cook Street, Suite 100
Denver, CO 80206


By: Christopher S. Gardella, Manager

Dated: June 5, 2017

Certificate of Approval of Agreement of Merger by Surviving Company

Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14,
certifies that:

1. The CSG Family Trust dtd 03/17/14 is the sole member of Lantern Bay, LLC, a Rhode Island Limited Liability Company.
2. The principal terms of the Agreement of Merger in the form attached were duly approved unanimously by the Manager and by the Members of the limited liability company by unanimous written consent on June 5, 2017.
3. There is only one class of membership interest and the number of units outstanding entitled to vote on the merger is two thousand (2,000).
4. The Member approval was by the holders of 100% of the outstanding Membership Interest units of the limited liability company.

We further declare under penalty of perjury under the laws of the State of Colorado that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 5, 2017

Lantern Bay, LLC
1 Richmond Square, Suite 125B
Providence, RI 02906



By: Christopher S. Gardella, Manager

Dated: June 5, 2017

**Unanimous Written Consent Resolutions of the Members of
Menemsha Bight, LLC ("the Company")**

44 Cook Street, Suite 100
Denver, CO 80206
Jurisdiction: Colorado
File Date: April 5, 2017
File Number: 20171274044
EIN: 82-1082495

1. **Current Member(s) of the Company.** As of the date of this resolution the members of the Company and the respective number of membership units or membership interest percentage owned therein is as follows:

Member Name	Number of Membership Interest Units Issued	Percentage of Outstanding Issued Units	Certificate Number
Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14 3517 Brae Burn Drive Bakersfield, CA 93306	2,000	100%	1

2. **Business Purpose For the Merger.** The Company's sister entity, with the same sole member as the Company, is Lantern Bay, LLC (a Rhode Island Limited Liability Company) whose address is 1 Richmond Square, Suite 125B, Providence, RI 02906 ("Disappearing Limited Liability Company"). The Disappearing Limited Liability Company owns the following Vessel.

Vessel Name:	Feather Wind	USCG Doc. No.:	G19707
Vessel Service:	Recreational	IMO Number:	*
Trade Indicator:	Recreational	Call Sign:	*
Hull Material:	FRP (Fiberglass)	Hull Number:	30019
Ship Builder:	H R Hinckley Co	Year Built:	1980
		Length (ft.):	50.7
Hailing Port:	Newport, RI	Hull Depth (ft.):	9.6
Owner:	Lantern Bay, LLC 120 Wayland Ave., Ste. 5 Providence, RI 02906	Hull Breadth (ft.):	13
		Gross Tonnage:	31
		Net Tonnage:	28

The "Disappearing Company" desires to merge into the Company wherein as a result of said merger the Company as the Surviving Limited Liability Company will succeed to all of the assets and liabilities of the Disappearing Limited Liability Company. Because the sole member of the Disappearing Limited Liability Company and sole member of the Surviving Limited Liability Company is the same, no additional membership interest of the Surviving Limited Liability Company shall be issued to the member of the Disappearing Limited Liability Company.

Resolved:

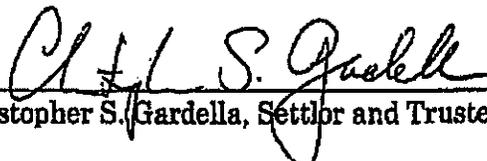
Approval of Merger by the Members. The Members of the Company unanimously approve the merger of the Disappearing Limited Liability Company into the Surviving Limited Liability Company and further approves and adopts the Agreement of Merger in the form attached hereto.

I, the undersigned, declare resolutions set forth above are true and correct of our own knowledge and have been duly adopted by the undersigned on behalf of the Company as its Members, Managers and representatives.

Menemsha Bight, LLC
44 Cook Street, Suite 100
Denver, CO 80206

By its Sole Member:

Christopher S. Gardella, Settlor and Trustee of
the CSG Family Trust dtd 03/17/14
3517 Brae Burn Drive
Bakersfield, CA 93306

 Dated: June 5, 2017
By: Christopher S. Gardella, Settlor and Trustee

Unanimous Written Consent Resolutions of the Members of

Lantern Bay, LLC ("the Company")

1 Richmond Square, Suite 125B
 Providence, RI 02906
 Jurisdiction: Rhode Island
 File Date: January 5, 1998
 LLC No.: 000098494
 EIN: 05-0496137

1. **Current Members of the Company.** As of the date of this resolution the members of the Company and the respective number of membership interest units owned therein are as follows:

Member Name	Number of Units Issued	Percentage of Authorized Units	Certificate Number
Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14 3517 Brae Burn Drive Bakersfield, CA 93306	2,000	100%	1

2. **Business Purpose For the Merger.** The member is the sole member of Lantern Bay, LLC, a Rhode Island Limited Liability Company that in turn is the owner of this vessel:

Vessel Name:	Feather Wind	USCG Doc. No.:	619707
Vessel Service:	Recreational	IMO Number:	*
Trade Indicator:	Recreational	Call Sign:	*
Hull Material:	FRP (Fiberglass)	Hull Number:	50019
Ship Builder:	H R Hinckley Co	Year Built:	1980
		Length (ft.):	30.7
Hailing Port:	Newport, RI	Hull Depth (ft.):	9.6
Owner:	Lantern Bay, LLC 120 Wayland Ave., Ste. 5 Providence, RI 02906	Hull Breadth (ft.):	13
		Gross Tonnage:	31
		Net Tonnage:	28

The "Disappearing Limited Liability Company" desires to merge into Menemsha Bight, LLC, (Colorado Limited Liability Company) the "Surviving Limited Liability Company," wherein as a result of said merger the Surviving Limited Liability Company will succeed to all of the assets and liabilities of the Disappearing Limited Liability Company. Because the sole member of the Disappearing Limited Liability Company and sole member of the Surviving Limited Liability Company is the same, no additional membership interest of the Surviving Limited Liability Company shall be issued to the sole member of the Disappearing Limited Liability Company.

3. **Approval of Merger By the Members.**

Resolved: The sole Member of the Company approves the merger of the Disappearing Limited Liability Company into the Surviving Limited Liability Company and further approves and adopts the Agreement of Merger in the form attached hereto.

4. **Approval Of Merger By the Members.** The company has only one class of membership interest and the total number of outstanding units is two thousand (2,000).

Resolved: The Members of the Company approve the merger of the Disappearing Limited Liability Company into the Surviving Limited Liability Company and further approve and adopt the Agreement of Merger in the form attached hereto.

Further Resolved: That Christopher S. Gardella, Settlor and Trustee of the CSG Family Trust dtd 03/17/14, the sole Member of this Company, is authorized to execute any and all documentation necessary to effectuate the merger referenced by this Member and Manager resolution adopted by unanimous written consent.

I the undersigned declare resolutions set forth above are true and correct of our own knowledge and have been duly adopted by the undersigned on behalf of the Company as its Member, Manager, and representative.

Lantern Bay, LLC
1 Richmond Square, Suite 125B
Providence, RI 02906

By its Sole Member:
Christopher S. Gardella, Settlor and Trustee of
the CSG Family Trust dtd 03/17/14
3517 Brae Burn Drive
Bakersfield, CA 93306


Dated: June 5, 2017
By: Christopher S. Gardella, Settlor and Trustee



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:

June 08, 2017 10:24 AM

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

