

Filing Fee: See Instructions

ID Number: 000109098 154662



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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CORPORATIONS DIV
2017 DEC 22 AM 9:35

ARTICLES OF MERGER OR CONSOLIDATION INTO
TOLL NORTHEAST LP COMPANY, 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
Toll RI GP Corp. #159098	Business Corporation	Rhode Island
Toll Northeast LP Company, Inc. #154662	Business Corporation	Delaware

- 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 Toll Northeast LP Company, 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:
c/o Toll Brothers, Inc. (Legal Dept.), 250 Gibraltar Road, Horsham, PA 19044
- 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

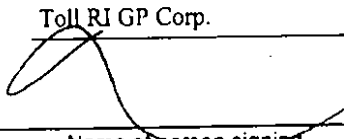
a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

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

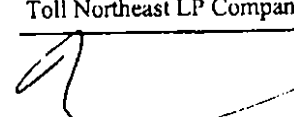
Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Toll RI GP Corp.

Print Entity Name
By:  _____
Name of person signing Kenneth J. Greenspan, Vice President
Title of person signing

By: _____
Name of person signing Title of person signing

Toll Northeast LP Company, Inc.

Print Entity Name
By:  _____
Name of person signing Kenneth J. Greenspan, Vice President
Title of person signing

By: _____
Name of person signing Title of person signing

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is dated as of the 16th day of October 2017 by and between Toll Northeast LP Company, Inc., a Delaware corporation (the "Survivor"), and Toll RI GP Corp., a Rhode Island corporation (the "Merging Company"). The Survivor and the Merging Company are sometimes collectively referred to herein as the "Constituent Entities".

Background of Agreement

The Survivor is a Delaware corporation organized under the laws of the State of Delaware by its Certificate of Incorporation, which was filed on October 31, 2003.

The Merging Company is a Rhode Island corporation organized under the laws of the State of Rhode Island by its Articles of Incorporation, which were filed on November 2, 1999.

The sole shareholder of each of the Constituent Entities has resolved that a merger of the Merging Company into the Survivor in the manner and upon the terms and conditions hereinafter set forth is in the best interests of each of the parties hereto.

NOW THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Survivor and the Merging Company shall be merged into a single corporation in accordance with the applicable provisions of the Rhode Island Business Corporation Act and the Delaware General Corporation Law by the Merging Company merging into the Survivor. The separate existence of the Merging Company shall cease upon the "Effective Date" (as hereinafter defined) of the merger, and the Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits and franchises, both of a public and private nature, all of the property (real, personal, and fixed), all debts due on any account, and all stock subscriptions and other choses in action belonging to or inuring to the Merging Company. Each and every asset of the Merging Company as of the Effective Date shall be vested, or continue to be vested, in the Survivor without further act or deed. The title to any property (real, personal or fixed) vested in the Merging Company, whether by deed or otherwise, shall not revert or be in any way impaired by reason hereof. All of the rights of creditors and all liens upon the respective properties of the Merging Company shall be preserved unimpaired and the Merging Company shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions and duties of the Merging Company shall attach to the Survivor and be enforced against it to the same extent as if they had been incurred or contracted by it.

2. CERTIFICATE OF INCORPORATION, BYLAWS AND SHAREHOLDERS

2.1 The Certificate of Incorporation and the Bylaws of the Survivor shall continue in full force and effect unless and until subsequently amended.

2.2 The sole shareholder of the Survivor on the Effective Date of the merger shall continue as the sole shareholder of the Survivor.

2.3 The outstanding shares in the Merging Company will be cancelled and no consideration will be paid.

3. MERGER PROCEDURE

3.1 Approval of Plan and Agreement of Merger. The Plan and Agreement of Merger shall be submitted to the shareholders of the Constituent Entities for their approval.

3.2 Filing. Forthwith upon the approval by the shareholders of the Constituent Entities to the merger as provided in Section 3.1 hereof, if the Plan and Agreement of Merger has not then been terminated pursuant to Section 5 hereof, there shall be filed Articles of Merger with the State of Rhode Island Office of the Secretary of State, Division of Business Services executed by an officer of the Merging Company and an officer of the Survivor and a Certificate of Merger with the State of Delaware Secretary of State executed by an officer of the Survivor.

3.3 Effective Date. The merger provided herein shall become effective upon filing (herein called the "Effective Date").

4. ADDITIONAL DOCUMENTS

The Merging Company hereby agrees, from time to time and at any time, before or after the Effective Date, as and when requested by the Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds, instruments and other documents, and to take or cause to be taken all such further acts, as the Survivor may deem necessary or desirable to vest in and to confirm to the Survivor title to and possession of any property of the Merging Company acquired or to be acquired or adopted by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

5. TERMINATION

This Plan and Agreement of Merger and the merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the shareholders of the Constituent Entities.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed as of the day and year first written above.

SURVIVOR:

TOLL NORTHEAST LP COMPANY, INC.

By:



Kenneth J. Greenspan
Vice President

MERGING COMPANY:

TOLL RI GP CORP.

By:



Kenneth J. Greenspan
Vice President

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

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DENISE KLING
250 GIBRALTAR RD
HORSHAM, PA 19044-2323

#109098

LETTER OF GOOD STANDING

It appears from our records that **TOLL RI GP CORP.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **TOLL RI GP CORP.** is in good standing with the Rhode Island Division of Taxation as of **12/01/2017**. 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

MARC R LEVASSEUR

Supervising Revenue Officer
Compliance and Collections

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DLN: 10000902430

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BY cu 320429



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 22, 2017 09:35 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

