

Filing Fee: See Instructions

ID Number: 1679844



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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SECRETARY OF STATE
CORPORATIONS
2017 DEC 27 PM 3:40

ARTICLES OF MERGER OR CONSOLIDATION INTO

Jane Street Media, 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 [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. Rows include Jane Street Media, Inc. (Business Corporation, Rhode Island) and French Soaps, Ltd. (Profit Corporation, New Hampshire).

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 Jane Street Media, Inc. 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.

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.

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 January 1, 2018

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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.

Jane Street Media, Inc.

_____ Print Entity Name

By: Curtis M. Cord _____
Curtis M. Cord President

French Soaps, Ltd.

_____ Print Entity Name

By: Curtis M. Cord _____
Curtis M. Cord President

AGREEMENT AND PLAN OF MERGER OF

**Jane Street Media, Inc.
a Rhode Island corporation**

and

**French Soaps, Ltd.,
a New Hampshire corporation**

This Agreement and Plan of Merger, dated as of January 1, 2018, is between Jane Street Media, Inc., a Rhode Island corporation (“**Jane Street**”) and French Soaps, Ltd., a New Hampshire corporation (“**French Soaps**”).

WHEREAS, the Board of Directors of Jane Street and the Board of Directors of French Soaps have each (a) determined that it is advisable and to the advantage of Jane Street and French Soaps and their respective stockholders that French Soaps merge with and into Jane Street pursuant to the terms and conditions herein provided, the requirements of the New Hampshire Business Corporation Act (“**NHBCA**”), and the requirements of the Rhode Island Business Corporation Act (“**RIBCA**”), (b) approved and adopted this Agreement and Plan of Merger, (c) directed that this Agreement and Plan of Merger be submitted to a vote of the respective stockholders of French Soaps and Jane Street;

WHEREAS, the respective stockholders of Jane Street and French Soaps have unanimously approved this Agreement and Plan of Merger.

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

1. **MERGER.**
2. **Merger.** In accordance with the provisions of this Agreement and Plan of Merger, the NHBCA, and the RIBCA, French Soaps shall be merged (the “**Merger**”) with and into Jane Street, and Jane Street shall be the surviving corporation after the Merger (the “**Surviving Corporation**”).
3. **Filing and Effectiveness.** The Merger shall become effective on January 1, 2018 (the “**Effective Time**”), as stated in the Articles of Merger to be filed with the Secretary of State of New Hampshire in accordance with Section 293-A:11.02 of the NHBCA and the filing of Articles of Merger with the Secretary of State of Rhode Island in accordance with Section 7-1.2-1003 of the RIBCA.
4. **Certificate of Incorporation.** The Certificate of Incorporation of Jane Street as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.
5. **Bylaws.** The Bylaws of Jane Street as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

6. Directors and Officers. The directors and officers of Jane Street at the Effective Time shall constitute the directors and officers of the Surviving Corporation after the Merger.

7. Effect of Merger. At the Effective Time, the separate existence of French Soaps shall cease and Jane Street, 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 French Soaps and (ii) continue to be subject to all of the debts and liabilities of French Soaps in the same manner as if Jane Street had itself incurred them, all as more fully provided under the applicable provisions of the NHBCA and the RIBCA.

8. MANNER OF CONVERSION OF EQUITY.

9. Conversion. As of the Effective Time, by virtue of the Merger and without any action by the stockholders of French Soaps or the Surviving Corporation (a) each share of stock of French Soaps issued and outstanding immediately prior to the Effective Time (which represent all of the issued and outstanding equity interests in French Soaps), 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 one share of stock of Jane Street, and (b) each share of Jane Street 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.

10. GENERAL.

11. Amendment or Waiver. As permitted by applicable law, prior to filing the Articles of Merger, the parties hereto by mutual consent of their respective stockholders and Boards of Directors may amend, modify or supplement this Agreement and Plan of Merger, or waive any provisions hereof, 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, (b) alter or change any term of the certificate of incorporation of the surviving corporation to be effected by the merger or consolidation, or (c) 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.

12. Abandonment. At any time before filing of the 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 stockholders of either French Soaps or Jane Street, or both, notwithstanding the approval of this Agreement by the stockholders of French Soaps or Jane Street, or both.

13. Conditions of Merger. The Merger is subject to the adoption and approval of this Agreement and Plan of Merger by the stockholders of Jane Street and French Soaps in accordance with the requirements of the NHBCA and the RIBCA.

14. Registered Office. The registered office of the Surviving Corporation in the State of Rhode Island is located at PO Box 3639, Newport, RI 02840; and the name of the registered agent of the Surviving Corporation in the State of Rhode Island is David M. Gilden, Esq., Partridge Snow & Hahn LLP, 40 Westminster Street, Suite 1100, Providence, RI 02903.

15. Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, and copies thereof will be furnished to any stockholder of French Soaps or Jane Street upon request and without cost.

16. 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 Rhode Island, without giving effect to its conflicts of law principles.

17. 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 each of Jane Street and French Soaps, and by vote of the stockholders of each of Jane Street and French Soaps, is hereby executed on behalf of each of said entities by their respective officers thereunto duly authorized.

Jane Street Media, Inc.,
a Rhode Island corporation

By: 
Curtis M. Cord, President

French Soaps, Ltd.,
a New Hampshire corporation

By: 
Curtis M. Cord, President



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 27, 2017 03:40 PM

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

