

Filing Fee: See Instructions

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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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2018 SEP 27 PM 1:51

ARTICLES OF MERGER OR CONSOLIDATION INTO

G.A. Smith Incorporated

(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 G.A. Smith Incorporated, Plants in Harmony, Inc., and Rhode Island Snow & Ice Management, Inc.

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 G.A. Smith Incorporated 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 Effective October 1, 2018

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

Handwritten signatures and stamps including 'FILED', 'SEP 27 2018', and 'YENNER'

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**

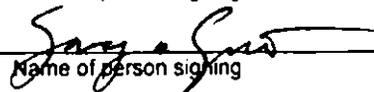
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
\_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or 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.

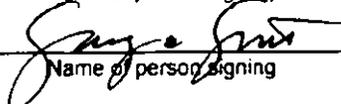
Rhode Island Snow & Ice Management, Inc.  
Print Entity Name

By: Gary A. Smith President  
Name of person signing Title of person signing

By:   
Name of person signing Title of person signing

Plants in Harmony, Inc.  
Print Entity Name

By: Gary A. Smith President  
Name of person signing Title of person signing

By:   
Name of person signing Title of person signing

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.

G.A. Smith Incorporated

Print Entity Name

By: GARY A. SMITH President  
Name of person signing Title of person signing

By: [Signature]  
Name of person signing Title of person signing

Print Entity Name

By: \_\_\_\_\_  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

**CERTIFICATE OF MERGER**

Effective: October 1, 2018

1. Federal identification number of the entities involved:

G.A. Smith Incorporated (surviving entity) #26-3058917  
Plants In Harmony, Inc. (non-surviving entity) #45-3202294  
Rhode Island Snow & Ice Management, Inc. (non-surviving entity) #45-3202386

2. Name and office location of each corporation involved in the merger:

G.A. Smith Incorporated  
38 NEW ROAD  
CHEPACHET, RI 02814

Plants In Harmony, Inc.  
38 NEW ROAD  
CHEPACHET, RI 02814

Rhode Island Snow & Ice  
Management, Inc.  
38 NEW ROAD  
CHEPACHET, RI 02814

3. The date and jurisdiction of formation or organization of each corporation:

G.A. Smith Incorporated  
Organized: 7/8/2008  
Jurisdiction: Rhode Island

Plants in Harmony, Inc.  
Organized: 9/9/2011  
Jurisdiction: Rhode Island

Rhode Island Snow & Ice  
Management, Inc.  
Organized: 9/9/2011  
Jurisdiction: Rhode Island

4. The merger has been duly adopted in accordance with the law under which the entities are organized.

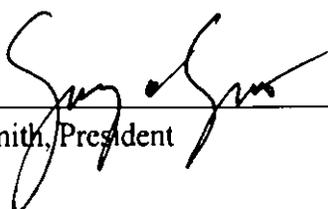
5. The effective date of the merger is: October 1, 2018.

6. The Plan of Merger will be kept on file at the office of G.A. Smith Incorporated, surviving entity, and the street address of that office is: 38 New Road, Chepachet, RI 02814.

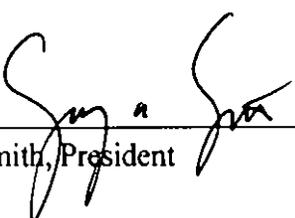
7. That a copy of the agreement of consolidation or merger will be furnished by G.A. Smith Incorporated, the surviving entity, on request and without cost to any shareholders of the corporation.

8. G.A. Smith Incorporated, the surviving entity, agrees that, if such entity does not continually maintain an agent for service of process in the state, it appoints irrevocably the Secretary of State to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the State may be served in the manner set forth in RI.Gen.Laws. § 7-1.2-503.

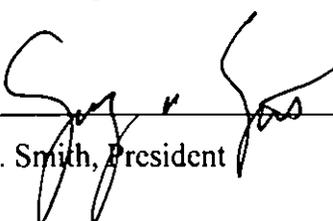
**Plants in Harmony, Inc. (non-surviving entity)**

By:   
\_\_\_\_\_  
Gary A. Smith, President

**Rhode Island Snow & Ice Management, Inc.  
(non-surviving entity)**

By:   
\_\_\_\_\_  
Gary A. Smith, President

**G.A. Smith Incorporated (surviving entity)**

By:   
\_\_\_\_\_  
Gary A. Smith, President

**PLAN OF MERGER**

**THIS PLAN OF MERGER** is made and entered as of the 21<sup>st</sup> day of September, 2018, by and between **PLANTS IN HARMONY, INC.**, a Rhode Island corporation, **RHODE ISLAND SNOW & ICE MANAGEMENT, INC.**, a Rhode Island corporation (collectively, the "Merged Companies"), and **G.A. SMITH INCORPORATED** a Rhode Island corporation (the "Surviving Company").

WITNESSETH:

WHEREAS, the Surviving Company is a corporation organized and existing under the laws of the State of Rhode Island, and the Merged Companies are also corporations organized and existing under the laws of the State of Rhode Island and

WHEREAS, the Surviving Company desires for the Merged Companies to merge into the Surviving Company; and the Merged Companies desire to merge into the Surviving Company.

WHEREAS, the Surviving Company is owned by the following shareholders in the following proportions:

**G.A. SMITH INCORPORATED**

Gary A. Smith	100%
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WHEREAS, the shareholders' interests in the Merged Companies will be exchanged for the shareholders' interests in the Surviving Company such that ownership in the Surviving Company will be as follows:

**G.A. SMITH INCORPORATED**

Gary A. Smith	100%
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WHEREAS, the respective shareholders of the Merged Companies and of the Surviving Company have deemed it advisable that the Merged Companies be merged into the Surviving Company upon the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the provisions of Section 7-1.2-707 and 7-1.2-1002 of the Rhode Island General Laws, as amended, subject to the conditions hereinafter set forth, the Merged Companies shall be merged into the Surviving Company. The Surviving Company shall be the surviving entity and the terms and conditions of such merger shall be as hereinafter set forth.

1. **EFFECTIVE DATE.** The merger shall become effective on October 1, 2018 (the "Effective Date").

2. **MERGER.** As of the Effective Date, the separate existence of the Merged Companies shall cease, and the Surviving Company shall continue to exist by virtue of and be governed by the laws of the State of Rhode Island and shall be known by the name "**G.A. SMITH INCORPORATED**". After the Effective Date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Companies, and all property, real, personal and mixed, and all debts due on whatever account, including all other choses in action, and all and every other interest of or belonging to or due to the Merged Companies shall be taken and deemed to be transferred to and

vested in such single Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in any such entity shall not revert or be in any way impaired by reason of such merger. The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Companies; and any claims existing or actions or proceeding pending by or against the Merged Companies may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of the Merged Companies shall be impaired by such merger.

3. **ARTICLES OF INCORPORATION AND BY-LAWS.** The Articles of Incorporation and By-Laws of the Surviving Company, as of the Effective Date, shall continue to be the Articles of Incorporation and By-Laws of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

4. **SHAREHOLDERS.** The Shareholders of the Surviving Company immediately prior to the merger shall continue to be the Shareholders of the Surviving Company.

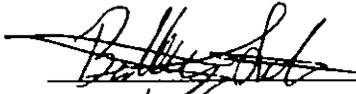
5. **FURTHER ACTS OR DOINGS.** If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest, to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of the Merged Companies acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the Shareholders and Officer of the Merged Companies and the Shareholders and Officers of the Surviving Company are fully

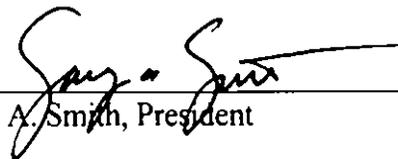
authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Companies or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan of Merger.

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

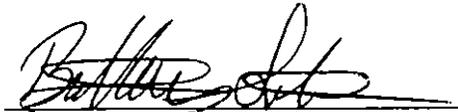
WITNESSED:

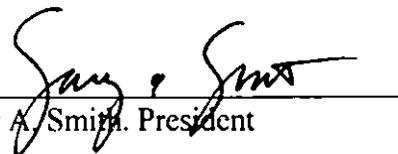
Plants In Harmony, Inc.  
Merged Company

  
\_\_\_\_\_  
Brittany Siter

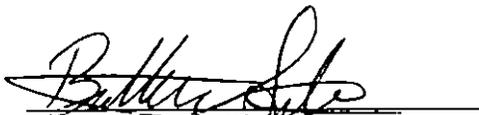
By:   
\_\_\_\_\_  
Gary A. Smith, President

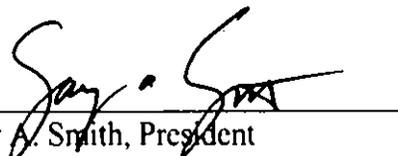
Rhode Island Snow & Ice Management, Inc.  
Merged Company

  
\_\_\_\_\_  
Brittany Siter

By:   
\_\_\_\_\_  
Gary A. Smith, President

G.A. Smith Incorporated  
Surviving Company

  
\_\_\_\_\_  
Brittany Siter

By:   
\_\_\_\_\_  
Gary A. Smith, President