



# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

## ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

**R & R ASSOCIATES, 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 Rhode Island General Laws, 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 states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
<b>R &amp; R ASSOCIATES, INC.</b>	<b>CORPORATION</b>	<b>RHODE ISLAND</b>
<b>PRAIRIE DEVELOPMENT CORPORATION</b> <u>21496</u>	<b>CORPORATION</b>	<b>RHODE ISLAND</b>
<b>AUBURNDALE CORPORATION</b> <u>1592</u>	<b>CORPORATION</b>	<b>RHODE ISLAND</b>

- 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 **R & R ASSOCIATES, INC.** 16818  
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 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 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, it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding, and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is

- g The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) : **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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the share

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

R & R ASSOCIATES, INC.

Print Entity Name

By Raymond J. Tomasso PRESIDENT  
Name of person signing Raymond J. Tomasso Title of person signing

By Raymond J. Tomasso SECRETARY  
Name of person signing Raymond J. Tomasso Title of person signing

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 30th day of November, 2000, before me personally appeared Raymond J. Tomasso who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true

FILED

FEB 02 2001

By Raymond J. Tomasso

PRAIRIE DEVELOPMENT CORPORATION

Print Entity Name

By Raymond J. Tomasso PRESIDENT  
Name of person signing Raymond J. Tomasso Title of person signing

By John P. Tomasso SECRETARY  
Name of person signing John P. Tomasso Title of person signing

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 30th day of November, 2000, before me personally appeared Raymond J. Tomasso who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true

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RECEIVED  
SECRETARY OF STATE

Nancy Day Cook, Notary Public  
Notary Public, Nancy Day Cook  
My Commission Expires: June 24, 2001

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

AUBURNDALE CORPORATION

Print Entity Name

By John P. Tomasso PRESIDENT  
Name of person signing John P. Tomasso Title of person signing

By Rosemarie M. Tomasso SECRETARY  
Name of person signing Rosemarie M. Tomasso Title of person signing

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 30th day of November, 2000, before me personally appeared John P. Tomasso who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Nancy Day Cook  
Notary Public Nancy Day Cook  
My Commission Expires June 24, 2001

Print Entity Name

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

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

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public  
My Commission Expires: \_\_\_\_\_

PLAN OF MERGER  
FOR  
R & R ASSOCIATES, INC.,  
AUBURNDALE CORPORATION  
AND  
PRAIRIE DEVELOPMENT CORPORATION

Under the Plan of Merger unanimously voted upon by the stockholders of R & R Associates, Inc., Prairie Development Corporation and Auburndale Corporation, all Rhode Island corporations:

- (1) The merger shall become effective immediately upon filing with the Rhode Island Secretary of State.
- (2) R & R Associates, Inc. shall be the surviving corporation.
- (3) R & R Associates, Inc. shall assume all the indebtedness and assets of Prairie Development Corporation and Auburndale Corporation.
- (4) Stockholders of R & R Associates, Inc. shall surrender their present shares and will receive one-third of a share of the merged corporation for each share of R & R Associates, Inc. held prior to the merger.
- (5) Stockholders of Auburndale Corporation will surrender their present shares and receive one-third of a share of the merged corporation for each share of Auburndale Corporation held prior to the merger.
- (6) Stockholders of Prairie Development Corporation will surrender their present shares and receive one-fifteenth of a share of the merged corporation for each share of Prairie Development Corporation held prior to the merger.

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FEB 18 1936  
SECRETARY



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

February 1, 2001

TO WHOM IT MAY CONCERN:

**Re: AUBURNDALE CORPORATION**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

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

**A MERGER – CORPORATION IS THE NONSURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations

RECEIVED  
DIVISION OF TAXATION  
FEB 7 4 02 PM '01



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

February 1, 2001

TO WHOM IT MAY CONCERN:

**Re: PRAIRIE DEVELOPMENT CORPORATION**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

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

**A MERGER – CORPORATION IS THE NONSURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations

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RECEIVED  
DIVISION OF TAXATION  
STATE OF RHODE ISLAND