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ID Number: 001674075



## 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 DIV.  
2019 APR - 1 PM 3:47

## ARTICLES OF MERGER OR CONSOLIDATION INTO

Rhode Island Children's Dentistry, 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 ☒ 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
Rhode Island Children's Dentistry, LLC	limited liability company	RI
Sutton Children's Dentistry and Orthodontics, LLC	limited liability company	MA

- 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 Rhode Island Children's Dentistry, LLC  
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:  
Matthew J. McGowan, Esq. 56 Exchange Terrace, Providence, RI 02903
- 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 90<sup>th</sup> 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.

Rhode Island Children's Dentistry, LLC (Rhode Island Entity)

Print Entity Name

By: \_\_\_\_\_



Member

Name of person signing

Title of person signing

By: \_\_\_\_\_

William M. Gordon

Name of person signing

Title of person signing

Sutton Children's Dentistry and Orthodontics, LLC (Massachusetts Entity)

Print Entity Name

By: \_\_\_\_\_



Member

Name of person signing

Title of person signing

By: \_\_\_\_\_

William M. Gordon

Name of person signing

Title of person signing

## **PLAN OF MERGER**

**THIS PLAN OF MERGER** is made and entered as of the 1<sup>st</sup> day of April, 2019, by and between **SUTTON CHILDREN'S DENTISTRY AND ORTHODONTICS, LLC, F/K/A THE SMILE PLACE, LLC, F/K/A BAY STATE DENTAL GROUP, LLC** a Massachusetts Limited Liability Company (the "Merged Company"), and **RHODE ISLAND CHILDREN'S DENTISTRY, LLC** a Rhode Island Limited Liability Company (the "Surviving Company").

### **WITNESSETH:**

WHEREAS, the Surviving Company is a limited liability company organized and existing under the laws of the State of Rhode Island, and the Merged Company is a limited liability company organized and existing under the laws of the Commonwealth of Massachusetts; and

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

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

### **RHODE ISLAND CHILDREN'S DENTISTRY, LLC**

Dr. William M. Gordon	100%
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100%

WHEREAS, the membership interest of the Merged Company will be exchanged for the membership interest in the Surviving Company such that ownership in the Surviving Company will be as follows:

**RHODE ISLAND CHILDRENS DENTISTRY, LLC**

Dr. William M. Gordon	100%
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	<hr/>
	100%

WHEREAS, the respective owners of the Merged Company and the Surviving Company have deemed it advisable that the Merged Company 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 7-16-59 of the Rhode Island General Laws, as amended, subject to the conditions hereinafter set forth, the Merged Company 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 April 1, 2019 (the "Effective Date").

2. **MERGER.** As of the Effective Date, the separate existence of the Merged Company 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 "**RHODE ISLAND CHILDREN'S DENTISTRY, LLC**". 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 Company, 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 Company 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 Company; and any claims existing or actions or proceeding pending by or against the Merged Company 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 Company shall be impaired by such merger.

3.     **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Company, as of the Effective Date, shall continue to be the Operating Agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

4.     **MEMBERS.** The Members of the Surviving Company immediately prior to the merger shall continue to be the Members 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 or to perfect or to confirm, of record or otherwise, in the Surviving

Company, the title to any property of the Merged Company acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the Member(s) of the Merged Company and the Member(s) 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 Company 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:

\_\_\_\_\_

Sutton Children's Dentistry and  
Orthodontics, LLC  
Merged Company

By: \_\_\_\_\_

William M. Gordon, Member

\_\_\_\_\_

Rhode Island Children's Dentistry, LLC  
Surviving Company

By: \_\_\_\_\_

William M. Gordon, Member

## **CERTIFICATE OF MERGER**

1. Massachusetts Secretary of the Commonwealth identification number and Rhode Island Secretary of State identification number of the entities involved:

- Sutton Children's Dentistry and Orthodontics, LLC (a Massachusetts limited liability company—the *non-surviving* entity) Identification number: 001262776
- Rhode Island Children's Dentistry, LLC (a Rhode Island limited liability company—the *surviving* entity) Identification number: 001674075

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

Rhode Island Children's Dentistry, LLC  
56 Exchange Terrace – Suite 500  
Providence, RI 02903

Sutton Children's Dentistry and Orthodontics, LLC  
27 Galaxy Pass, Unit A  
Sutton, MA 01590

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

Rhode Island Children's Dentistry, LLC  
Organized: May 24, 2017  
Jurisdiction: Rhode Island

Sutton Children's Dentistry and Orthodontics, LLC  
Organized: March 1, 2017  
Jurisdiction: Massachusetts

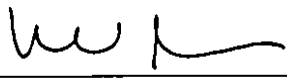
4. The merger has been duly adopted in accordance with the law under which the entities are organized, and, if applicable, in accordance with the provisions of the operating agreements of each entity.
5. The effective date of the merger is: April 1, 2019
6. The Plan of Merger will be kept on file at the office of Rhode Island Children's Dentistry, LLC a Rhode Island limited liability company, the surviving entity, and the street address of that office is: 56 Exchange Terrace, Suite 500, Providence, RI 02903. William M. Gordon is a Member of Rhode Island Children's Dentistry, LLC, the surviving entity, and 56 Exchange Terrace, Suite 500, Providence, RI is its business address. No persons other than such member has been authorized to execute documents to be filed with the Corporations Division of the Rhode Island Secretary of State, or to execute, acknowledge, deliver or record any recordable instrument purporting to affect an interest in real property. There is no amendment to the Certificate of Organization of the surviving limited liability company to be effected pursuant to the agreement of merger (see attached Plan of Merger), nor any other information required to be included in the Certificate of Organization.
7. That a copy of the agreement of consolidation or merger will be furnished by Rhode Island Children's Dentistry, LLC (a Rhode Island limited liability company), the surviving entity, on request and without cost to any member of the limited liability company, or to any other person holding an interest in any other business entity.

8. Rhode Island Children's Dentistry, LLC, , a Rhode Island corporation, the surviving entity, agrees that, if such entity does not continually maintain an agent for service of process in the Commonwealth, it will appoint irrevocably the Secretary of the Commonwealth to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. Chapter 156D, §15.10.

**Rhode Island Children's Dentistry, LLC**  
**(the surviving entity)**

By:   
William M. Gordon, Member

**Sutton Children's Dentistry and Orthodontics, LLC**  
**(the *non-surviving* entity)**

By:   
William M. Gordon, Member





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:

April 01, 2019 03:47 PM

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*

