

Filing Fee: See Page 4

ID Number: 129023



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)

Greenvale Farm, L.L.C.

(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
Greenvale Farm Limited Partnership	Limited Partnership	NJ
Greenvale Farm, L.L.C.	L.L.C.	RI

- 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 Greenvale Farm, L.L.C. 129023
which is to be governed by the laws of the state of RI

- 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:

n/a

- 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:

n/a

- 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)

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 shares

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By [Signature] 297855

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- b. 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 voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....

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:

c/o Nancy Knowles Parker, 582 Wapping Road, Portsmouth, RI 02871

- 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

Greenvale Farm Limited Partnership

Print Entity Name

By: Nancy Knowles Parker
Name of person signing
Nancy Knowles Parker

General Partner

Title of person signing

By: _____
Name of person signing

Title of person signing

STATE OF Rhode Island
COUNTY OF Newport

In Middletown, on this 27th day of December, 2002, before me personally appeared Nancy Knowles Parker who, being duly sworn, declared that he/she is the General Partner 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.

CAROL A. LEARY

Notary Public

My Commission Expires July 9, 2005

Carol A. Leary
Notary Public

My Commission Expires: 7-9-05

Greenvale Farm, L.L.C.

Print Entity Name

By: Nancy Knowles Parker
Name of person signing
Nancy Knowles Parker

Manager

Title of person signing

By: _____
Name of person signing

Title of person signing

STATE OF Rhode Island
COUNTY OF Newport

In Middletown, on this 27th day of December, 2002, before me personally appeared Nancy Knowles Parker who, being duly sworn, declared that he/she is the Manager 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.

CAROL A. LEARY

Notary Public

My Commission Expires July 9, 2005

Carol A. Leary
Notary Public

My Commission Expires: 7-9-05

PLAN OF MERGER OF

GREENVALE FARM LIMITED PARTNERSHIP AND GREENVALE FARM, L.L.C.

This plan of merger is entered into by Greenvale Farm Limited Partnership, a limited partnership formed under the laws of the State of New Jersey (the "Partnership"), and Greenvale Farm L.L.C., a limited liability company formed under the laws of the State of Rhode Island (the "L.L.C."), in compliance with N.J. Stats. § 42:2A-73 and R.I. G.L. § 7-16-60 respectively.

1. The constituent entities of this merger are the Partnership and the L.L.C. At the Effective Time (as defined in Section 2) and subject to and upon the terms and conditions of this Plan, the Partnership shall be merged with and into the L.L.C. (the "Merger"), the separate existence of the Partnership shall cease, and the L.L.C. shall continue as the surviving entity (the "Surviving Entity"). The name of the Surviving Entity shall be "Greenvale Farm, L.L.C."
2. To effect the Merger, a Certificate of Merger (the "Certificate of Merger") in substantially the form of Exhibit A shall be filed with the Secretary of State of New Jersey and Articles of Merger (the "Articles of Merger") in substantially the form of Exhibit B shall be filed with the Secretary of State of Rhode Island. The Merger shall become effective at such time prior to December 31, 2002 as may be determined by the general partner of the Partnership and the manager of the L.L.C. and specified in the Certificate of Merger and Articles of Merger (the effective time of the Merger being referred to herein as the "Effective Time").
3. The Merger shall have the effect set forth in Section 42:2A-73 of the New Jersey Uniform Limited Partnership Law and Section 7-16-63 of the Rhode Island Limited Liability Company Act. The Merger shall not require the Partnership and the L.L.C. to wind up its affairs or pay its liabilities and distribute its assets.
4. The partners of the Partnership are the same as the members of the L.L.C., and each partner has the same percentage interest in the Partnership as he, she or it initially has as a member of the L.L.C. The initial capital accounts of the members of the L.L.C. shall be their capital accounts as partners of the Partnership immediately prior to the Effective Time. The sole general partner of the Partnership is the sole manager of the L.L.C. Accordingly, each of the partners of the Partnership will hold a membership interest in the L.L.C. after the Merger which is identical economically to the partnership interest held in the Partnership immediately prior to the Merger. For purposes of the Merger, the interest in the Partnership held by the estate of Cortlandt Parker, which technically is an assignee interest, shall be treated for all purposes as an interest as a limited partner.
5. The L.L.C. was formed for the purpose of being the surviving entity in the merger and prior to the merger has no assets.

6. No changes in the operating agreement of the L.L.C. are contemplated as a result of the Merger.
7. If at any time after the Effective Time, the Surviving Entity shall consider or be advised that any further assignment, transfer, conveyance or assurance is necessary or advisable to carry out the provisions and intent of this Plan, the manager of the Surviving Entity shall execute and deliver any and all proper instruments, do all things necessary and proper to carry out the provisions hereof and the manager of the Surviving Entity is hereby authorized in the name of and on behalf of each of the Partnership and the L.L.C. or otherwise to take any and all such action.
8. The obligations of the Partnership and the L.L.C. to consummate the Merger are subject to the condition that the Merger shall have been approved by the Partnership by its partners as required by Section 42:2A-73 of the New Jersey Uniform Limited Partnership Law and by the L.L.C. by its members as required by Section 7-16-61 of the Rhode Island Limited Liability Company Act.

GREENVALE FARM LIMITED
PARTNERSHIP

By: Nancy Knowles Parker
Nancy Knowles Parker, General Partner

GREENVALE FARM, L.L.C.

By: Nancy Knowles Parker
Nancy Knowles Parker, Manager

Filing Fee: \$50.00

ID Number: 67592



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-52 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Amendment to Certificate of Registration:

1. The name of the limited partnership is:

Greenvale Farm Limited Partnership

2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on February 4, 1986, authorizing it to transact business in Rhode Island under the name of Greenvale Farm Limited Partnership

3. The Application for Certificate of Registration is amended as follows:

[Insert amendment]

See attached

70.17 IN 01 (2.133)
RECEIVED
OCT 30 2002

FILED

OCT 30 2002
by AMF
294773

Date: October 22, 2002

Greenvale Farm Limited Partnership

Print Exact name of Limited Partnership submitting Certificate

By Nancy Knowles Parker
General Partner

STATE OF Massachusetts
COUNTY OF Suffolk

In Boston, on this 22 day of October, 2002, personally
appeared before me Nancy Knowles Parker who, being by me first duly sworn,
declared that ~~he~~ she is a general partner of Greenvale Farm Limited Partnership
that ~~he~~ she signed the foregoing document as a general partner of the limited partnership, and that the statements herein
contained are true.

Virginia F. Coleman
Notary Public
My Commission Expires: _____

VIRGINIA F. COLEMAN, Notary Public
My Commission Expires November 27, 2003

ID Number: _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF REGISTRATION
GREENVALE FARM LIMITED PARTNERSHIP**

3. The Application for Certificate of Registration is amended as follows:

The Rhode Island address of the agent for service of process on the foreign limited partnership, Greenvale Farm Limited Partnership, is 582 Wapping Road, Portsmouth, RI 02871 and the name of the agent resident in Rhode Island at that address is Nancy Knowles Parker.

The following are the names and addresses of all partners:

General Partner

Address

Nancy Knowles Parker

582 Wapping Road
Portsmouth, RI 02871

Limited Partners

Address

Nancy Knowles Parker

582 Wapping Road
Portsmouth, RI 02871

Cortlandt Parker, Jr.

P.O. Box 5030
Clinton, NJ 08809

Stephen Ward Parker

78 Dryden Road
Bernardsville, NJ 07924

Nancy Parker Wilson

7 Union Park
Boston, MA 02118

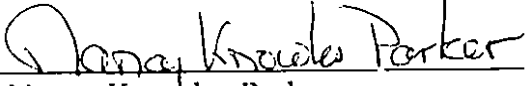
<u>Limited Partners, cont.</u>	<u>Address</u>
Elizabeth Knowles Parker	16 Overlook Road Millington, NJ 07946
Cortlandt Parker, Jr., Trustee of the 1999 Trust for Cortlandt James Parker	P.O. Box 5030 Clinton, NJ 08809
Cortlandt Parker, Jr., Trustee of the 1999 Trust for Jeremiah Parker	P.O. Box 5030 Clinton, NJ 08809
Stephen Ward Parker, Trustee of the 1999 Trust for Charlotte Venini Parker	78 Dryden Road Bernardsville, NJ 07924
Stephen Ward Parker, Trustee of the 1999 Trust for Eleanor Hillyer Parker	78 Dryden Road Bernardsville, NJ 07924
Stephen Ward Parker, Trustee of the 1999 Trust for James Parker	78 Dryden Road Bernardsville, NJ 07924
Nancy Gray Parker Wilson, Trustee of the 1999 Trust for Bennett Gray Wilson	7 Union Park Boston, MA 02118
Nancy Gray Parker Wilson, Trustee of the 1999 Trust for William Ingersoll Wilson	7 Union Park Boston, MA 02118
Nancy Gray Parker Wilson, Trustee of the 1999 Trust for James Parker Wilson	7 Union Park Boston, MA 02118
Elizabeth Knowles Parker, Trustee of the 1999 Trust for Katherine Apai Parker-Magyar	16 Overlook Road Millington, NJ 07946
Elizabeth Knowles Parker, Trustee of the 1999 Trust for Elizabeth Knowles Parker-Magyar	16 Overlook Road Millington, NJ 07946
Elizabeth Knowles Parker, Trustee of the 1999 Trust for Alexander Van Cortlandt Parker-Magyar	16 Overlook Road Millington, NJ 07946
Elizabeth Knowles Parker, Trustee of the 1999 Trust for Mark Joseph Parker-Magyar	16 Overlook Road Millington, NJ 07946

Assignee

Estate of Cortlandt Parker

Address

c/o Ropes & Gray
One International Place
Boston, MA 02110



Nancy Knowles Parker
General Partner

Filing Fee: \$20.00

ID Number: 169592



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

STATEMENT OF CHANGE OF SPECIFIED OFFICE AND/OR REGISTERED AGENT

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:

Greenvale Farm Limited Partnership

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

(Applicable to domestic limited partnerships only)

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

(Applicable to domestic limited partnerships only)

4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

Edward C. Corcoran, Esq.

5. The name of the NEW registered agent for service of process is:

Nancy Knowles Parker

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

61 Long Wharf, Newport, RI 02840

7. The NEW address of the registered agent is:

582 Wapping Road, Portsmouth, RI 02871

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: Oct. 22, 2002

Greenvale Farm Limited Partnership
Print Name of Limited Partnership

FILED

OCT 30 2002

By DMR
294773

20.10.02 10:01 AM
3115
63100000

By Nancy Knowles Parker
General Partner

STATE OF RHODE ISLAND and PROVIDENCE PLANTATIONS

FOREIGN LIMITED PARTNERSHIP

CERTIFICATE CORRECTING STATEMENTS IN
APPLICATION FOR CERTIFICATE OF REGISTRATION
OF
GREENVALE FARM LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island:

Pursuant to the provisions of Section 7-13-52 of the General Laws, 1956, as amended, and with respect to certain statements in its Application for a Certificate of Registration to transact business in the State of Rhode Island filed February 4, 1986, which statements have, due to changes in the facts described, become inaccurate, the undersigned foreign limited partnership hereby certifies as follows:

1. Paragraph Seventh of said Application is corrected to read:

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business address of the partners, the following are the names and addresses of all partners:

General Partners	Address
Cortlandt Parker	17 Morristown Road Bernardsville, NJ 07924
Nancy K. Parker	17 Morristown Road Bernardsville, NJ 07924
Limited Partners	Address
Cortlandt Parker	17 Morristown Road Bernardsville, NJ 07924
Nancy K. Parker	17 Morristown Road Bernardsville, NJ 07924
Elizabeth K. Parker	16 Overlook Road Millington, NJ 07946
Cortlandt Parker, Jr.	1418 Center Street Phillipsburg, NJ 08865
Stephen W. Parker	P.O. Box 617 Oldwick, NJ 08858
Nancy P. Wilson	7 Union Park Boston, MA 02118

ELEONORA VIGLIONE
A Notary Public of New Jersey
My Commission Expires March 22, 1993

Fig. 13. 3. 13. 12

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U.S. DEPARTMENT OF AGRICULTURE
WASHINGTON, D.C.

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR

CERTIFICATE OF REGISTRATION

OF

67592

GREENVALE FARM LIMITED PARTNERSHIP

To the Secretary of State

of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Greenvale Farm Limited Partnership
and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of the State of New Jersey
and the date of its formation is December 17, , 19 85

THIRD: The general character of the business it proposes to transact in Rhode Island is
the holding of real property and improvements thereto and the farming,
developing, improving, maintaining, operating and otherwise dealing with
such property and improvements.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is 61 Long Wharf, Newport, Rhode Island 02840

and the name of the agent resident in Rhode Island at that address is Edward B. Corcoran, Esq.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that
state or, if not so required, of the principal office of the foreign limited partnership is
17 Morristown Road, Bernardsville, New Jersey 07924

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners:

General Partners	Address
Cortlandt Parker	17 Morristown Road
	Bernardsville, New Jersey 07924

Limited Partners	Address
See list attached.	

Dated Jan 28, 19 86.

GREENVALE FARM LIMITED PARTNERSHIP
(Exact name of Limited Partnership making application)

By Cortlandt Parker
(General Partner)
Cortlandt Parker

State of NEW JERSEY

County of MORRIS

} Sc.

At Morristown in said county on this 28th
day of January, 19 86, personally appeared before me
Cortlandt Parker,
who, being by me first duly sworn, declared that he ~~she~~ is a General Partner of the
Greenvale Farm Limited Partnership, that he ~~she~~ signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

MARY ANN MATYOLA
A Notary Public of New Jersey
My Commission Expires March 22, 1988

Mary-Ann Matyola
Notary Public
My commission expires

"Limited Partners of Greenvale Farm Limited Partnership"

James Parker	17 East 89th Street New York, N. Y. 10028
Cortlandt Parker	17 Morristown Road Bernardsville, N. J. 07924
Elizabeth K. Parker	16 Overlook Road Millington, N. J. 07946
Cortlandt Parker, Jr.	17 Morristown Road Bernardsville, N. J. 07924
Stephen W. Parker	225 East 57th Street New York, N. Y. 10022
Nancy G. Parker	72 Rutland Street Boston, Massachusetts 02118
Nancy K. Parker	17 Morristown Road Bernardsville, N. J. 07924

CP50 39.00
CHEK 39.00

12/05/86 PAID 0137A001

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