



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

04 DEC 30 AM 9:06

**ARTICLES OF MERGER OR CONSOLIDATION INTO**  
(To Be Filed In Duplicate Original)

(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:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
Continental Plastics & Packaging, Inc.	Business Corporation	Rhode Island
Continental Packaging Company, Inc.	Business Corporation	Massachusetts

- 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 Continental Plastics & Packaging, Inc. **144536**  
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:

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) 12/31/04

**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

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>Continental Plastics &amp; Packaging, Inc.</b>	<b>100</b>	<b>None</b>	<b>100</b>
<b>Continental Packaging Company, Inc.</b>	<b>1160</b>	<b>None</b>	<b>1160</b>

- 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>
<b>Continental Plastics &amp; Packaging, Inc.</b>	<b>100</b>	<b>0</b>	<b>N/A</b>		
<b>Continental Packaging Company, Inc.</b>	<b>1160</b>	<b>0</b>	<b>N/A</b>		

- 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 \_\_\_\_\_

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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.
- .....

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Continental Plastics & Packaging, Inc.  
 \_\_\_\_\_  
 Print Entity Name

By: [Signature] \_\_\_\_\_  
 Name of person signing President  
 Title of person signing

By: [Signature] \_\_\_\_\_  
 Name of person signing Secretary  
 Title of person signing

STATE OF Rhode Island  
 COUNTY OF Providence

In Providence, on this 30th day of December, 2004, before me personally appeared John F. Conley 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.

Charles H. McGurney Jr.  
 Notary Public #4757  
 My Commission Expires: 02-01-05

Continental Packaging Company, Inc.  
 \_\_\_\_\_  
 Print Entity Name

By: [Signature] \_\_\_\_\_  
 Name of person signing President  
 Title of person signing

By: [Signature] \_\_\_\_\_  
 Name of person signing Secretary (Clerk)  
 Title of person signing

STATE OF Rhode Island  
 COUNTY OF Providence

In Providence, on this 30th day of December, 2004, before me personally appeared John F. Conley 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.

Charles H. McGurney Jr.  
 Notary Public #4757  
 My Commission Expires: 02-01-05

## PLAN OF MERGER

The following Plan of Merger is adopted for the purpose of merging CONTINENTAL PACKAGING COMPANY, INC., a Massachusetts corporation, into CONTINENTAL PLASTICS & PACKAGING, INC., a Rhode Island corporation, as the surviving corporation.

**A. The Merging Corporations.** The names of the corporations being merged and the date of incorporation of each corporation to be merged are as follows:

1. CONTINENTAL PLASTICS & PACKAGING, INC., a Rhode Island corporation, was incorporated on December 17, 2004 (hereinafter, the "surviving corporation").
2. CONTINENTAL PACKAGING COMPANY, INC., is a Massachusetts corporation, which was incorporated on May 21, 2001, and which has never qualified to do business in Rhode Island (hereinafter, the "merging corporation").

**B. Terms of the Merger.** The terms of the proposed merger are as follows:

1. Assets. The surviving corporation shall become the owner of all of the assets of the merging corporation.
2. Liabilities. The surviving corporation shall be responsible for all of the liabilities of the merging corporation.
3. Surviving Corporation. CONTINENTAL PLASTICS & PACKAGING, INC. will be the surviving corporation. As of the date of the merger, CONTINENTAL PACKAGING COMPANY, INC will cease to exist.
4. Name. The name of the surviving corporation will remain: CONTINENTAL PLASTICS & PACKAGING, INC.
5. Officers. The initial officers of the surviving corporation after such merger will be:

John F. Conley – President, Secretary, and Treasurer

6. Directors. CONTINENTAL PLASTICS & PACKAGING, INC. will continue as a close corporation after the merger and there will be no board of directors after the merger.

7. By-laws. The By-laws of CONTINENTAL PLASTICS & PACKAGING, INC. as of the date of merger, shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted in accordance with the provisions thereof.
  
8. Principal Offices and Agent for Service of Process. The principal offices of the surviving corporation will be the offices of the surviving corporation at 21 Powder Hill Road, Lincoln, RI 02865. The agent for service of process for the surviving corporation as of the date of the merger, Dana H. Gaebe, Esq., 128 Dorrance Street, Providence, Rhode Island 02903, will continue as the agent for service of process of the surviving corporation after the merger.

**C. Conversion of Shares.**

1. Capital Stock of the Merging Corporation Prior to Merger. The capital stock of the merging corporation prior to merger is as follows:

<u>Authorized Common</u>	<u>Issued</u>
5000 no par	1160

2. Capital Stock of the Surviving Corporation Prior to Merger. The capital stock of the surviving corporation prior to merger is as follows:

<u>Authorized Common</u>	<u>Issued</u>
5000 no par	100

Conversion of Capital Stock Upon Merger. Upon effective date of the merger, all outstanding certificates evidencing stock ownership in CONTINENTAL PACKAGING COMPANY, INC. will become null and void and shall be surrendered to the surviving corporation for cancellation. Upon effective date of the merger, all outstanding certificates evidencing stock ownership in CONTINENTAL PLASTICS & PACKAGING, INC. will remain valid and outstanding as shares of the surviving corporation as follows: One hundred (100) shares of said stock issued by the surviving corporation to John F. Conley.

3. Capital Stock of the Surviving Corporation Upon Merger.

<u>Authorized Common</u>	<u>Issued</u>
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5000 no par

100

**D. Articles of Incorporation.** The Articles of Incorporation of CONTINENTAL PLASTICS & PACKAGING, INC. will be the Articles of Incorporation of the surviving corporation after the effective date of the merger and are hereby restated, ratified and approved as the Articles of Incorporation for the surviving corporation.

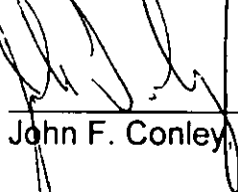
**E. Effective Date of Merger.** The effective date of this merger will be December 31, 2004.

#### ADOPTION OF PLAN OF MERGER

The undersigned, as the sole director and shareholder of CONTINENTAL PACKAGING COMPANY, INC., and the sole shareholder of CONTINENTAL PLASTICS & PACKAGING, INC. as of the effective date of the merger, does adopt, by his written consent this Plan of Merger as of the 30<sup>th</sup> day of December, 2004, and does waive any and all notice of the intended merger of said corporations or of any meeting to approve said merger.

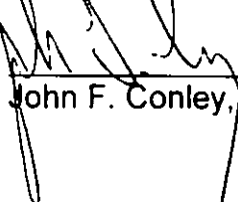
A photocopy of this document, duly executed by the sole shareholder of each of said corporations and the sole director of CONTINENTAL PACKAGING COMPANY, INC., shall become a part of the corporate records of each of said corporations.

CONTINENTAL PLASTICS & PACKAGING, INC.:



\_\_\_\_\_  
John F. Conley, sole shareholder

CONTINENTAL PACKAGING COMPANY, INC.:



\_\_\_\_\_  
John F. Conley, sole shareholder and director