

Filing Fee: \$50.00

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**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

RED BRIDGE TERMINAL CO.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

Attached hereto

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Seekonk River Terminal Company	1,000	Class A common	1,000 P12
	2,070 P12	Class B common \$1.25 per share	2,070 P12
Red Bridge Terminal Co.	100	--	--

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Seekonk River Terminal Company	2,070	-0-	A	1,000	0- P12
			B	2,070	-0- P12
Red Bridge Terminal Co.	100	-0-	--	--	--

FOURTH: Time merger to become effective (§ 7-1.1-69): November 30, 1980

Dated November 25, 1980

SEEKONK RIVER TERMINAL COMPANY
 By Linda Eder
 Its Linda Eder
 President
 and E. Joy Firla
 Its E. Joy Firla
 Secretary
 RED BRIDGE TERMINAL CO.
 By Linda Eder
 Its Linda Eder
 President
 and E. Joy Firla
 Its E. Joy Firla
 Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Woonsocket in said County on the 25th day of
November 19 80, before me personally appeared
Linda Eder, who being by me first duly sworn, declared that he is
the President of Seekonk River Terminal Company,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Joseph R. DiStefano
Notary Public

JOSEPH R. Di STEFANO

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Woonsocket in said county on the 25th day of
November 19 80, before me personally appeared
Linda Eder, who being by me first duly sworn, declared that he is
the President of Red Bridge Terminal Co.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Joseph R. DiStefano
Notary Public

JOSEPH R. Di STEFANO

(NOTARIAL SEAL)

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PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger dated as of the 25th day of November , 1980, between SEEKONK RIVER TERMINAL COMPANY, a Rhode Island corporation, and RED BRIDGE TERMINAL CO., a Rhode Island corporation.

WHEREAS, SEEKONK RIVER TERMINAL COMPANY is a corporation organized under the laws of the State of Rhode Island on June 9, 1960 as Rhode Island Oil Co., and its name was changed on June 27, 1969 to Independent Oil Company, and its name was further changed on July 9, 1976 to SEEKONK RIVER TERMINAL COMPANY; and

WHEREAS, RED BRIDGE TERMINAL CO. is a corporation organized under the laws of the State of Rhode Island on November 24, 1980; and

WHEREAS, the authorized capital stock of SEEKONK RIVER TERMINAL COMPANY consists of 8,000 shares of common stock with One (\$1.00) Dollar par value, of which there are issued and outstanding as of the date hereof 2,070 shares; and

WHEREAS, the authorized capital stock of RED BRIDGE TERMINAL CO. consists of 100 shares of common stock without par value, of which there are issued and outstanding as of the date hereof 100 shares; and

WHEREAS, the Board of Directors and the shareholders of each of said corporations have approved the plan and agreement of merger hereinafter set forth; and

WHEREAS, such merger is authorized by Chapter 7-1.1 of the General Laws of the State of Rhode Island;

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained, and

of One (\$1.00) Dollar and other good and valuable consideration paid by each of the parties hereto to the other, the receipt whereof is hereby acknowledged, and for the purpose of prescribing the terms and conditions of said merger, the mode of carrying the same into effect, the manner of converting the shares of each of said constituent corporations into the shares of the corporation surviving said merger, and such other terms and provisions as are deemed necessary or proper, the parties hereto have agreed, and do hereby agree, as follows:

FIRST: SEEKONK RIVER TERMINAL COMPANY shall be and hereby is merged into RED BRIDGE TERMINAL CO., which is hereby designated as the surviving corporation, and which said surviving corporation shall be governed by the laws of the State of Rhode Island.

SECOND: The articles of incorporation of RED BRIDGE TERMINAL CO., upon the date upon which the merger provided for herein becomes effective under the laws of the State of Rhode Island (hereinafter sometimes called "the effective date of merger"), shall be the articles of incorporation of the surviving corporation.

THIRD: The manner of converting the shares of each of said merging corporations, parties hereto, into the shares of the surviving corporation and the mode of carrying the merger into effect shall be as follows on the effective date of merger:

(1) The presently issued shares of capital stock of RED BRIDGE TERMINAL CO. shall remain unchanged and the present holders thereof shall continue to hold the same.

(2) All of the authorized shares of capital stock of SEEKONK RIVER TERMINAL COMPANY shall cease to exist.

FOURTH: The effective date of merger shall be November 30, 1980, and upon this plan and agreement being filed in accordance with the provisions of Chapter 7-111 of the General Laws of Rhode Island,

(1) The separate existence of SEEKONK RIVER TERMINAL COMPANY shall cease as of the effective date of merger.

(2) The constituent corporations, parties hereto, shall be a single corporation which shall be RED BRIDGE TERMINAL CO., the surviving corporation.

(3) The said surviving corporation shall possess all of the rights, privileges, powers and franchises as well of a public as of a private nature, and all and singular the rights, privileges, powers, and franchises of each of the said corporations and all the property, real, personal or mixed, and all debts due to each of the said corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of said corporations shall be vested in the said surviving corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the said surviving corporation as they were of the said several and respective constituent corporations, and the title to any real estate vested in either of the said constituent corporations shall not revert or be in any way impaired by reason of such merger; provided, however, that all rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, and provided further that any action or proceeding pending by or against either of the said constituent corporations may be prosecuted to judgment as if such merger had not taken place or the said surviving corporation may be substituted in its place.

FIFTH: If at any time the surviving corporation 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 corporation, the title to any property of SEEKONK RIVER TERMINAL COMPANY acquired or to be acquired by reason of or as a result of the merger provided for in this plan and agreement, the proper officers of SEEKONK RIVER TERMINAL COMPANY and the proper officers of the Surviving Corporation 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 SEEKONK RIVER TERMINAL COMPANY or otherwise so to vest, perfect or confirm title to such property in the surviving corporation, and otherwise carry out the purpose of this Plan and Agreement of Merger, so far as the same may be required.

SIXTH: The Bylaws of RED BRIDGE TERMINAL CO. until altered, amended, or repealed as therein provided and as permitted by the laws of the State of Rhode Island, shall be the Bylaws of the surviving corporation.

IN WITNESS WHEREOF, the said constituent corporations, parties hereto, pursuant to resolutions unanimously adopted by their respective Shareholders and Directors, have caused this agreement to be executed by their respective duly authorized officers as of the day and year first above written.

SEEKONK RIVER TERMINAL COMPANY

By Linda Eder
Linda Eder, President

By E. Joy Firla
E. Joy Firla, Secretary

RED BRIDGE TERMINAL CO.

By Linda Eder
Linda Eder, President

By E. Joy Firla
E. Joy Firla, Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Woonsocket, County of Providence, on this
25th day of November, 1980, there personally appeared before me
Linda Eder, President, and E. Joy Firla, Secretary of SEEKONK
RIVER TERMINAL COMPANY, a corporation existing under the laws of
the State of Rhode Island, and one of the corporations described
in and which executed the foregoing Plan and Agreement of Merger,
known to me personally to be such, and that the said Linda Eder
and E. Joy Firla, as such President and Secretary, duly executed
said Plan and Agreement of Merger before me and acknowledged said
Plan and Agreement of Merger to be the act and deed and the
agreement of said SEEKONK RIVER TERMINAL COMPANY.

Joseph R. Di Stefano
Notary Public
JOSEPH R. DI STEFANO

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Woonsocket, County of Providence, on this
25th day of November, 1980, there personally appeared before me
Linda Eder, President, and E. Joy Firla, Secretary of RED BRIDGE
TERMINAL CO., a corporation existing under the laws of the State
of Rhode Island, and one of the corporations described in and which
executed the foregoing Plan and Agreement of Merger, known to me
personally to be such and that the said Linda Eder and E. Joy Firla,
as such President and Secretary, duly executed said Plan and
Agreement of Merger before me and acknowledged said Plan and
Agreement of Merger to be the act and deed and the agreement of
said SEEKONK RIVER TERMINAL COMPANY.

Joseph R. Di Stefano
Notary Public
JOSEPH R. DI STEFANO