

17794



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

2019 DEC -6 PM 12:59
SECRETARY OF STATE
CORPORATIONS DIV

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,
Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL 7, the undersigned entities submit the following Articles of Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES			
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:			
ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
000017794	Lamoriello & Co., Inc.	business corporation	RI
NA	United Retirement Plan Consultants, Inc.	business corporation	FL
b. The laws of the state under which each entity is organized permit such merger or consolidation.			
c. The full name of the surviving entity is: United Retirement Plan Consultants, Inc.			
which is to be governed by the laws of the state of: Florida			
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. A Plan of Merger or Consolidation MUST be attached.			
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: 545 Metro Place South, Suite 240, Dublin, OH 43017			

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED ✓

DEC 06 2019

BY Ch PN65D

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g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

☐ Date received (Upon filing)

December 31, 2019, 11:59 PM

☒ Later effective date (see instructions) _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL 7-1.2.

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 RIGL 7-1.2, with respect to dissenting shareholders.

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:

Lamoriello & Co., Inc.

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

October 1, 2019

c. As required by RIGL 7-1.2-1003, the corporation has paid all fees and taxes.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL 7-6.

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 nonprofit 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 RIGL 7-13.

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.

Type or Print Entity Name

Lamoriello & Co., Inc.

Type or Print Name of Person Signing

Joseph D. Dansky

Title of Person Signing

Senior Vice President and Secretary

Signature



SIGN DOCUMENT HERE

Date

10/10/19

Type or Print Name of Person Signing

Title of Person of Signing

Signature

SIGN DOCUMENT HERE

Date

Type or Print Entity Name

United Retirement Plan Consultants, Inc.

Type or Print Name of Person Signing

Joseph D. Dansky

Title of Person Signing

Senior Vice President and Secretary

Signature



SIGN DOCUMENT HERE

Date

10/10/19

Type or Print Name of Person Signing

Title of Person Signing

Signature

SIGN DOCUMENT HERE

Date

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
United Retirement Plan Consultants, Inc.	Florida
_____	_____

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Lamoriello & Co., Inc.	Rhode Island
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, by virtue of the merger and without any action on the part of the parent corporation or the subsidiary corporation: (a) the outstanding stock of the subsidiary corporation shall be canceled without consideration; and (b) the outstanding stock of the parent corporation shall remain outstanding and is not affected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

To comply with the Rhode Island Business Corporation Act Sections 7-1.2-1001 through 7-1.2-1006, the following provisions are incorporated into this plan of merger:

The parent corporation owns 100% of the outstanding shares of the subsidiary corporation.

The articles of incorporation of the parent corporations are the articles of incorporation of the surviving corporation.

The merger and all documentation necessary to effect the merger between the parent and the subsidiary corporation has been approved by joint unanimous consent of the board of directors and the sole shareholder of the parent corporation and the subsidiary corporation, respectively.

IN WITNESS WHEREOF, the parent corporation and the subsidiary corporation have caused this plan of merger to be duly executed by an authorized person.

UNITED RETIREMENT PLAN CONSULTANTS, INC.



Joseph D. Danaky, Senior Vice President

LAMORIELLO & CO., INC.



Joseph D. Danaky, Senior Vice President



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2019 DEC -6 PM 12:59

CJ BERGNER
222 JEFFERSON BLVD STE 200
WARWICK, RI 02888-3855

LETTER OF GOOD STANDING

It appears from our records that **LAMORIELLO & CO INC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **LAMORIELLO & CO INC** is in good standing with the Rhode Island Division of Taxation as of **12/06/2019**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

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

MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above and is not valid for any other reason(s).

Very truly yours,

IAN BEAUREGARD
Supervising Revenue Officer

Neena Savage
Tax Administrator

050366007:15470961
DLN: 10006659670

FILED ✓

DEC 06 2019

BY CN PN65D
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