

Filing Fee: \$50.00

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**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS**

M & M Paint Mfg. Co. INTO MAINLINE PAINT MFG. 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:

**PLAN OF MERGER**

1. On the effective date of the merger, M & M PAINT MFG. CO. shall be merged into MAINLINE PAINT MFG. CO. The surviving corporation shall be MAINLINE PAINT MFG. CO.
  2. Upon the effective date of the merger, all assets and liabilities of M & M PAINT MFG. CO. shall become the assets and liabilities of MAINLINE PAINT MFG. CO.
  3. On the effective date of the merger, the officers and directors of MAINLINE PAINT MFG. CO. shall continue in office; and the officers and directors of M & M PAINT MFG. CO. shall cease to hold office.
  4. Upon the effective date of the merger, all outstanding shares of stock in M & M PAINT MFG. CO.:
    - (a) shall be cancelled and discharged if owned by MAINLINE PAINT MFG. CO.
    - (b) shall be cancelled and redeemed if owned by any party other than MAINLINE PAINT MFG. CO. The redemption price shall be the book value of such shares on the effective date of the merger as determined by the then CPA of the corporation, said price to be payable in three equal annual installments, commencing thirty (30) days after certification of said value by said CPA, payable with interest from said date at the rate of 10 percent simple interest.
  5. The effective date of said merger shall be date on which articles of merger are filed with the Secretary of State; said documents shall be filed forthwith after approval by the stockholders of each of said corporations.
- MR*

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
8176 M & M PAINT MFG. CO.	3700	COMMON STOCK	3700
82723 MAINLINE PAINT MFG. CO.	2100	COMMON STOCK	2100

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	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
M & M PAINT MFG. CO.	2300	1400		2300	1400
MAINLINE PAINT MFG. CO.	2100	0		2100	0

FOURTH: Time merger to become effective (§ 7-1.1-69): IMMEDIATELY UPON THE FILING HEREOF.

Dated MARCH 31, 19<sup>89</sup>

M & M PAINT MFG. CO.

By Richard J. Main

Its President

and Robert J. Main

Its Secretary

MAINLINE PAINT MFG. CO.

By Richard J. Main

Its President

and Robert J. Main

Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said County on the 31ST day of  
MARCH 19<sup>89</sup>, before me personally appeared  
RICHARD J. MAIN, who being by me first duly sworn, declared that he is  
the PRESIDENT of M & M PAINT MFG. CO.,  
PRESIDENT  
that he signed the foregoing document as such of the  
corporation, and that the statements therein contained are true.

*Samuel B. Green*  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said county on the 31ST day of  
MARCH 19<sup>89</sup>, before me personally appeared  
RICHARD J. MAIN, who being by me first duly sworn, declared that he is  
the PRESIDENT of MAINLINE PAINT MFG. CO.,  
PRESIDENT  
that he signed the foregoing document as such of the  
corporation, and that the statements therein contained are true.

*Samuel B. Green*  
Notary Public

(NOTARIAL SEAL)

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Rec'd & Filed JUN 28 1989

RECEIVED  
SECRETARY OF STATE  
CORRESPONDENCE DIV.  
JUN 28 11 03 AM '89



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
289 Promenade Street  
Providence, R. I. 02908-5800

June 26, 1989

TO WHOM IT MAY CONCERN:

Re: M & M PAINT MFG. CO., INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

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

A MERGER - CORPORATION IS A NON-SURVIVOR

Very truly yours,

R. Gary Clark  
Tax Administrator

Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations