

Filing Fee: See Instructions

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

DEC 30 PM 1:07

**ARTICLES OF MERGER OR CONSOLIDATION INTO**

Ira Green, Inc.

(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 General Laws of Rhode Island, 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 state under which each is organized are

Name of entity	Type of entity	State under which entity is organized
Ira Green, Inc.	Corporation	RI
IRA GREEN, INC. 91690	Corporation	NY

- 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 Ira Green, Inc. 152509  
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

The surviving entity's name has not been amended via the merger

- 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

The surviving entity is to be governed by the laws of the State of Rhode Island

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing December 31, 2005

**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 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- 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 Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders

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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 not applicable

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

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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 not applicable
- 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

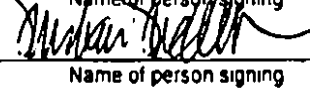
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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

Ira Green, Inc.


Print Entity Name

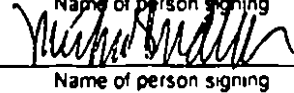
By  President   
Name of person signing Title of person signing

By  Secretary/Treasurer  
Name of person signing Title of person signing

IRA GREEN, INC.

Print Entity Name

By  President  
Name of person signing Title of person signing

By  Secretary/Treasurer  
Name of person signing Title of person signing

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 31st day of December, 2005 by and between **IRA GREEN, INC.**, a New York corporation having its principal place of business located at 177 Georgia Avenue, Providence, RI 02905 ("NY") and **Ira Green, Inc.**, a Rhode Island corporation having its principal place of business located at 177 Georgia Avenue, Providence, RI 02905 ("RI" or the "Surviving Corporation").

WHEREAS, NY is a corporation duly incorporated pursuant to the laws of the State of New York on February 6, 1945, having authorized capital stock of **One Hundred (100)** shares, all of which are common, having no par value, and of which **Fifty One (51)** such shares are currently issued and outstanding;

WHEREAS, RI is a corporation duly incorporated pursuant to the laws of the State of Rhode Island as of December 31, 2005, having authorized capital stock of **Eight Thousand (8,000)** shares, all of which are common, having \$0.01 par value, and of which **Forty Nine (49)** such shares are currently issued and outstanding;

WHEREAS, the shareholders and directors of NY and of RI, as applicable, deem it advisable, for the general welfare and advantage of said corporations and of the shareholders of said corporations, that NY merge into RI, with RI being the survivor thereof; and

WHEREAS, Rhode Island General Laws § 7-1.2-1001 and Section 907 of the New York Business Corporation Law provide for the merger of foreign and domestic corporations on certain terms and conditions.

NOW THEREFORE, the parties hereto agree in accordance with the General Laws of the State of Rhode Island that NY and RI shall be merged into a single corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code with said RI being the surviving corporation of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. Corporate Existence of Surviving Corporation. On the Effective Date, the separate existence of NY shall cease, and NY shall be merged into RI which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of NY, and all and singular, the rights, privileges, powers, and franchises of NY, and all property, real, personal, and mixed, and all debts due to NY on whatever account, as well as stock subscriptions and all other things in action or belonging to NY, shall be vested in RI as the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of RI as the Surviving Corporation as they were of NY, and the title to any real estate vested by deed or otherwise, under the laws of Rhode Island or any other jurisdiction, in NY, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of NY shall be preserved unimpaired, and all debts, liabilities, and duties of NY shall thenceforth attach to RI as the 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. At any time, or from time to time, after the Effective Date, the last acting officers of NY or the corresponding officers of RI as the Surviving Corporation, may, in the name of NY, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as RI as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in RI as the Surviving Corporation title to and possession of all NY's property, rights,

privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Effective Date of Merger and Agreement. The effective date of this Agreement and of the merger contemplated hereunder shall be as of December 31, 2005 (the "Effective Date of Merger"). On the Effective Date of Merger, the separate existence of NY, excepting only those matters which may be continued by statute, shall cease, and NY and RI shall become a single corporation, namely RI (the "Surviving Corporation").

3. Amendment of Articles of Incorporation of the Surviving Corporation. Upon the Effective Date of Merger, the Articles of Incorporation of RI as the Surviving Corporation shall be and remain the Articles of Incorporation of RI as the Surviving Corporation until they shall be respectively altered, amended, or repealed.

4. Bylaws of Surviving Corporation. The bylaws of RI as they exist on the Effective Date of Merger shall be and remain the bylaws of RI as the Surviving Corporation until they shall be respectively altered, amended, or repealed.

5. Directors and Officers of Surviving Corporation. The names and addresses of the initial directors and officers of the Surviving Corporation, who shall hold office until their successors are duly elected and qualified, are as follows:

<u>Directors:</u>	None	
<u>Officers:</u>	President:	Michael W. McAllister
	Vice President:	None
	Secretary:	Michael W. McAllister
	Treasurer:	Michael W. McAllister

6. Manner of Converting Shares of NY into Shares of RI as the Surviving Corporation. The issued and outstanding shares of stock of NY shall, as of the Effective Date of Merger, cease to exist pursuant to Rhode Island General Laws Section 7-1.2-1005 and pursuant to Section 907 of the New York Business Corporation Law, subject only to any rights under R.I.G.L. § 7-1.2-1201 and 1202, if any. The issued and outstanding shares of stock of NY shall be converted into shares of Surviving Corporation such that each such share of NY shall be converted into and exchanged for One (1) share of RI as the Surviving Corporation. After the Effective Date of Merger, each holder of stock of NY shall surrender all such shares of stock in NY to RI as the Surviving Corporation and shall be issued new certificates for shares of stock in RI as the Surviving Corporation in accordance with the above referenced conversion formula.

7. Miscellaneous Provisions.

7.1. Pursuant to Rhode Island General Laws Section 7-1.2-1002 and pursuant to Sections 902 and 903 of the New York Business Corporation Law, this Agreement and the merger contemplated hereunder have been adopted by the unanimous affirmative vote of the shareholders and directors of NY and the shareholders of RI entitled to vote thereon. A copy of this Agreement together with a copy of R.I.G.L. § 7-1.2-1201 and 1202 has been provided to each shareholder of NY and of RI. Said shareholders of both NY and RI have duly authorized execution of duplicate original Articles of Merger and a Certificate of Merger by the President and the Secretary of each said corporation, and the filing of such Articles of Merger and Certificate of Merger with the Rhode Island Secretary of State and the New York Department of State, respectively. Said shareholders and directors, as applicable, of both NY and RI have also duly authorized their respective officers to take such further action and to expend such funds

as may be reasonably necessary to effectuate the transactions contemplated by this Agreement.

7.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger contemplated hereunder by action of the shareholders and directors of NY or by action of the shareholders of RI.

7.3. On the Effective Date of Merger, RI as the Surviving Corporation shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of NY, all of the foregoing as provided by R.I.G.L. § 7-1.2-1005 and by Section 907 of the New York Business Corporation Law, as applicable.

7.4. RI as the Surviving Corporation hereby ratifies and confirms that its registered agent and registered office for service of process shall remain unchanged as follows: Orson and Brusini Ltd., 55 Dorrance Street, Suite 400, Providence, RI 02903. To the extent required by New York law, upon the effective date of merger, Ira Green, Inc. (the Rhode Island corporation) agrees to service of process in New York as contemplated in Section 907(e)(2)(E) of the New York Business Corporation Law.

7.5. RI as the Surviving Corporation shall: (a) pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the within merger; and (b) to the extent necessary, within thirty (30) days of filing the Certificate of Merger with the New York State Department of State (i) file the cessation franchise tax report of NY with the New York State Department of Taxation and Finance ("NYSDF") if an estimated report was previously filed by NY prior to the consummation of the merger contemplated herein and (ii) pay to NYSDTF all fees and taxes (including penalties and interest), if any, due to NYSDTF by NY.

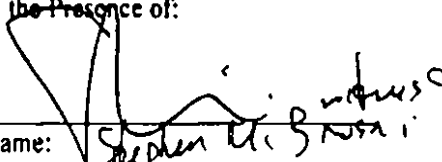
7.6. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized President and Secretary of NY and RI on the day and date first above written.

In the Presence of:

Name:

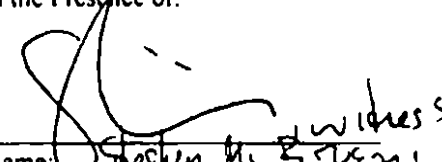
witness  
Stephen M. Brown

Name:

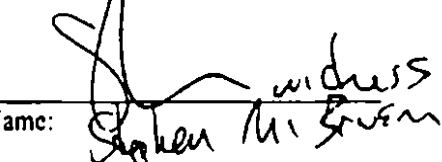
witness  
Stephen M. Brown

In the Presence of:

Name:

witness  
Stephen M. Brown

Name:

witness  
Stephen M. Brown

IRA GREEN, INC.

By:

  
Michael W. McAllister, President

By:

  
Michael W. McAllister, Secretary

Ira Green, Inc.

By:

  
Michael W. McAllister, President

By:

  
Michael W. McAllister, Secretary