



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

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

**ORGANIC DYESTUFFS CORPORATION**

(Insert full name of surviving or new entity on this line.)

RECORDED  
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STATE

**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:

Name of entity	Type of entity	State under which entity is organized
<u>ORGANIC DYESTUFFS CORPORATION-SOUTHERN</u>	<u>BUSINESS CORPORATION</u>	<u>RHODE ISLAND</u>
<u>ORGANIC DYESTUFFS CORPORATION</u>	<u>BUSINESS CORPORATION</u>	<u>RHODE ISLAND</u>

- 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 ORGANIC DYESTUFFS CORPORATION 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:
- 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:
- 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) \_\_\_\_\_

**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

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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>ORGANIC DYESTUFFS CORP-SOUTHERN</b>	<b>400</b>		
<b>ORGANIC DYESTUFFS CORPORATION</b>	<b>2200</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>ORGANIC DYESTUFFS-SOUTH</b>	<b>400(VOTING)</b>	<b>-0-</b>			
<b>ORGANIC DYESTUFFS CORP</b>	<b>198(VOTING)</b>	<b>-0-</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

ORGANIC DYESTUFFS CORPORATION - SOUTHERN  
Print Entity Name

By: [Signature] PRESIDENT AND CEO  
Name of person signing Title of person signing

By: [Signature] SECRETARY  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In East Providence, on this 5<sup>th</sup> day of March, 2002, before me personally appeared GREGORY M. GORMLEY who, being duly sworn, declared that he/she is the PRESIDENT - CEO - 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.

Rosalie M. DeBenedetto #46469  
Notary Public  
My Commission Expires: 5-10-04

ORGANIC DYESTUFFS CORPORATION  
Print Entity Name

By: [Signature] PRESIDENT AND CEO  
Name of person signing Title of person signing

By: [Signature] SECRETARY  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In East Providence, on this 5<sup>th</sup> day of March, 2002, before me personally appeared GREGORY M. GORMLEY who, being duly sworn, declared that he/she is the PRESIDENT - CEO - 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.

Rosalie M. DeBenedetto #46469  
Notary Public  
My Commission Expires: 5-10-04

PLAN OF MERGER  
OF  
ORGANIC DYESTUFFS CORPORATION - SOUTHERN  
AND  
ORGANIC DYESTUFFS CORPORATION  
INTO  
ORGANIC DYESTUFFS CORPORATION

The undersigned corporation DOES HEREBY CERTIFY:

**FIRST:** That the names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ORGANIC DYESTUFFS CORPORATION - SOUTHERN	RHODE ISLAND
ORGANIC DYESTUFFS CORPORATION	RHODE ISLAND

**SECOND:** That an agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the Corporation Law of the State of Rhode Island.

**THIRD:** That the name of the surviving corporation of the merger is ORGANIC DYESTUFFS CORPORATION, a corporation organized and existing under the laws of the State of Rhode Island.

**FOURTH:** That the Certificate of Incorporation of ORGANIC DYESTUFFS CORPORATION, a corporation organized and existing under the laws of the State of Rhode Island, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the Officers and Directors of ORGANIC DYESTUFFS CORPORATION - SOUTHERN shall cease to hold such office upon the effective date of the Merger.

**SIXTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 84 Valley Street, East Providence, Rhode Island.

**SEVENTH:** That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

**EIGHTH:** That ORGANIC DYESTUFFS CORPORATION survives the merger and may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of any constituent Rhode Island corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Corporation Law of Rhode Island, and it does hereby irrevocably appoint ANDREW W. DAVIS as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Rhode Island is Davis, Kilmarx, Swan, & Bowling, LLP, The Owen Building, 101 Dyer Street, Providence, Rhode Island 02903, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

**NINTH:** That this Certificate of Merger shall be effective on December 31, 2000 if this Certificate of Merger is filed with the Secretary of State of Rhode Island on or prior to such date or upon the filing of this Certificate of Merger with the Secretary of State of Rhode Island if it is filed after such date.

Dated:

Organic Dyestuffs Corporation - Southern

By:

President

Organic Dyestuffs Corporation

By:

President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

February 7, 2002

TO WHOM IT MAY CONCERN:

**Re: ORGANIC DYESTUFFS CORPORATION - SOUTHERN**

It appears from our records that the above named corporation has filed all 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 above named corporation for the purpose of:

**MERGER-CORPORATION IS THE NON-SURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Managan, Jr.  
Chief Revenue Agent  
Corporations

Mar 7 2 53 PM '02

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.