



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

The Belknap White Group, 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 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>The Belknap White Group, Inc.</u> | <u>business corporation</u> | <u>RI</u> |
| <u>ALCCO Corp.</u> | <u>business corporation</u> | <u>RI</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 The Belknap White Group, Inc.
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) upon filing

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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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By [Signature]
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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:

| Name of Business Corporation | Total Number of Shares Outstanding | Entitled to Vote as a Class | |
|-------------------------------|---------------------------------------|-----------------------------|---------------------|
| | | Designation of Class | Number of Shares |
| The Belknap White Group, Inc. | 5,000 | | |
| ALCCO Corp. | 100 | | |
| | | | |
| | | | |

- 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.

| Name of Business Corporation | Total Voted For | Total Voted Against | Entitled to Vote as a Class | | |
|-------------------------------|--------------------|------------------------|-----------------------------|-----------|---------------|
| | | | Class | Voted For | Voted Against |
| The Belknap White Group, Inc. | 5,000 | -0- | | | |
| ALCCO Corp. | 100 | -0- | | | |
| | | | | | |
| | | | | | |

- 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 ALCCO Corp.

- 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.

| Number of Shares Outstanding of the Subsidiary Corporation | Designation of Class | Number of Shares of Subsidiary Corporation Owned by Surviving Corporation | Designation of Class |
|--|-------------------------|---|-------------------------|
| 100 | Common | 100 | Common |
| | | | |
| | | | |
| | | | |

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

The Belknap White Group, Inc.

By: Raymond T. Marinoff Print Entity Name President
Name of person signing Title of person signing
By: Samuel J. Kolodney Asst Secy.
Name of person signing Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Rhode Island on this 14 day of March, 2001, before me personally appeared Raymond T. Marinoff Jr. who, being duly sworn, declared that he/she is the President 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.

Helen L. Wolstenholme
Notary Public
My Commission Expires: 4/28/04

ALCCO Corp.

By: Raymond T. Marinoff Print Entity Name President
Name of person signing Title of person signing
By: Samuel J. Kolodney Asst Secy.
Name of person signing Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Rhode Island on this 14 day of March, 2001, before me personally appeared Raymond T. Marinoff Jr. who, being duly sworn, declared that he/she is the President 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.

Helen L. Wolstenholme
Notary Public
My Commission Expires: 4/28/04

AGREEMENT AND PLAN OF LIQUIDATION BY STATUTORY MERGER

Agreement and Plan of Liquidation by Statutory Merger, dated as of the 14th day of March, 2001 by and between ALCCO Corp., a Rhode Island close corporation, ("Subsidiary") and The Belknap White Group, Inc., a Rhode Island close corporation ("Parent"). Parent and Subsidiary are sometimes hereinafter collectively referred to as the "Constituent Corporations".

W I T N E S S E T H :

WHEREAS, the shareholders of Parent deem the liquidation of Subsidiary into Parent by statutory merger (the "Merger") to be advisable and in the best interest of each corporation; and

WHEREAS, the shareholders of Parent have approved the Merger;

NOW, THEREFORE, in consideration of the covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

Section 1. The Merger.

(a) Subsidiary shall be merged with and into Parent upon the filing of Articles of Merger with the Secretary of State of the State of Rhode Island (the "Effective Date"), pursuant to and in accordance with the provisions of Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended ("R.I.G.L."). Subject to the terms and conditions set forth herein, on the Effective Date Subsidiary shall be merged with and into Parent, whereupon the separate existence of Subsidiary shall cease, and Parent will be the surviving corporation (the "Surviving Corporation").

(b) As soon as practicable, the Constituent Corporations shall file (or cause to be filed), pursuant to R.I.G.L. Section 7-1.1-68.1, Articles of Merger with the Secretary of State of the State of Rhode Island.

Section 2. Effect of the Merger.

(a) On the Effective Date, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed, of Subsidiary without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Subsidiary, and neither the rights of creditors nor any liens on the property of Subsidiary shall be impaired by the Merger. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and

unimpaired by the Merger hereby provided for and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Parent shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

(b) If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and shareholders of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of either of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

Section 3. Articles of Incorporation of Surviving Corporation.

The Articles of Incorporation of Parent in effect immediately prior to the Effective Date shall on and after the Effective Date and by virtue of the Merger be the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

Section 4. By-laws of Surviving Corporation.

The By-laws of Parent in effect immediately prior to the Effective Date shall on and after the Effective Date be the By-laws of the Surviving Corporation, until amended in accordance with applicable law.

Section 5. Officers.

The persons who are officers of Parent immediately prior to the Effective Date shall, on and after the Effective Date, be and remain the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and By-Laws.

Section 6. Termination.

This Agreement and Plan of Liquidation by Statutory Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date:

(a) by written consent of the Parent; or

thereto and hereto were upon the same instrument. This Agreement and Plan of Liquidation by Statutory Merger shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation by Statutory Merger to be duly executed by their respective authorized officers as of the day and year first above written.

ATTEST:

ALCCO CORP.
a Rhode Island close corporation

By: Helen L. Websterholme

By: Raymond A. Mearns

ATTEST:

THE BELKNAP WHITE GROUP, INC.
a Rhode Island close corporation

By: Helen L. Websterholme

By: Raymond A. Mearns



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

April 23, 2001

TO WHOM IT MAY CONCERN:

Re: ALCCO CORP

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. Flanagan, Jr.
Chief Revenue Agent
Corporations