



State of Rhode Island
Department of State - Business Services Division

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 R.I. DEPT. OF STATE
 BUS SVCS DIV
 2020 OCT 26 P 3:54

Articles of Dissolution
 DOMESTIC Business Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-1.2-1308 and 7-1.2-1309, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity ID Number: 000000399	2. The name of the corporation is: ADAMS FURNITURE CO., INC.
3. The dissolution was approved by (CHECK ONE) : <input checked="" type="checkbox"/> consent of the shareholders pursuant to RIGL <u>7-1.2-1302</u> OR <input type="checkbox"/> an act of the corporation pursuant to RIGL <u>7-1.2-1303</u> .	
4. All debts, obligations and liabilities of the corporation have been paid and discharged, or have been subject to a completed bankruptcy proceeding under Title II of the U.S. Code	5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgement, order, or decree which may be entered against it in any pending suit.	7. The corporation certifies that it has no outstanding tax obligations. As required by RIGL <u>7-1.2-1309</u> , the corporation has paid all fees and taxes. [Note: tax status can be verified at taxportal.ri.gov .]
8. Date when these Articles of Dissolution will be effective: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____	
Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print Name of Authorized Officer Kenneth Waitsman	Date 10/23/20
Signature of Authorized Officer of the Corporation 	

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

OCT 26 2020

BY NY99P
 3:54

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



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

ADAMS FURNITURE COMPANY
ATTN: KENNETH WAITSMAN
690 WARREN AVE UNIT 1
EAST PROVIDENCE, RI 02914-1411

00309

LETTER OF GOOD STANDING

It appears from our records that **Adams Furniture Company** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **Adams Furniture Company** is in good standing with the Rhode Island Division of Taxation as of **10/02/2020**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

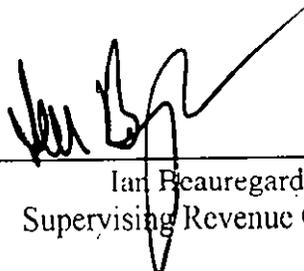
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or 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:

DISSOLUTION

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

050095835:16695548
DLN: 10008720429

ADAMS FURNITURE CO., INC.

SPECIAL MEETING OF SHAREHOLDERS

SEPTEMBER 21, 2020

The undersigned, being the Shareholders of ADAMS FURNITURE CO., INC. do hereby consent to the following resolutions which are deemed to be adopted as if adopted by unanimous vote at a meeting of the Shareholders duly called and held on September 21, 2020.

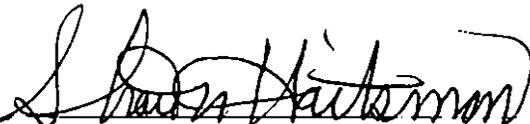
VOTED: That the Corporation adopt the attached Plan of Liquidation, and be and is hereby voluntarily dissolved by vote of its Shareholders, with said dissolution to become effective October 31, 2020.

VOTED: That the Corporation forthwith comply with the requirements of R.I.G.L. §7-1.2-1302 for the voluntary dissolution of the Corporation, including notice to creditors pursuant to R.I.G.L. §7-1.2-1302 (b) (1), and the marshaling and distribution of assets pursuant to R.I.G.L. §7-1.2-1302 (b) (2).

IN WITNESS WHEREOF, the undersigned have executed this Consent as of September 21, 2020.



Kenneth Waitsman



Sharon Waitsman

ADAMS FURNITURE CO., INC.

PLAN OF LIQUIDATION

THIS PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION (hereinafter referred to as the "Plan"), is for the purpose of accomplishing a complete and voluntary liquidation and dissolution of ADAMS FURNITURE CO., INC. (hereinafter referred to as the "Corporation"), in accordance with and pursuant to the provisions of §331 of the United States Internal Revenue Code and Section 7-1.1-76 of the *General Laws of Rhode Island*, as amended, in substantially the following number:

1. The Stockholders of the Corporation have adopted this Plan at a meeting specifically called for this purpose

2. In accordance with the Plan:

a. In as much as The Corporation had ceased to carry on any business many years ago and has been inactive for many years. The Corporation's President will take the necessary steps to complete the formal dissolution of The Corporation under Section 7-1.1-76 of the *General Laws of Rhode Island*, as amended, on or before October 31, 2020; and

b. The Corporation will then proceed to collect its assets and, after paying or adequately providing for the payment of all its obligations, the Corporation will distribute the remainder of its assets, if any, either in cash or in kind, in one or more distributions, as determined by the Stockholders, among its Stockholders according to their respective rights and interests as follows:

1. It will distribute to the holder of its common stock all of the remaining assets, property and rights, less any assets retained to meet claims or creditors, and complete cancellation of all outstanding shares of said common stock.

c. The President and Treasurer of the Corporation shall be authorized and empowered to take all steps necessary or appropriate to complete the liquidation of the

Corporation as provided herein, including, but not limited to, the power and authority to make arrangements upon such terms and conditions as the Stockholders shall deem appropriate, pursuant to which said transfer or transfers shall be accomplished, shall irrevocably divest the Corporation of all interest in the transferred assets and shall create or effectuate a liquidating trust for purposes of §331 of the United States Internal Revenue Code; and

d. All such sales, distributions, liquidations and other steps hereinabove sets forth in this paragraph 2 to be performed by the Corporation or its Stockholders shall be accomplished on or before October 31, 2020.

3. At any time before filing the certificate with the Secretary of State of Rhode Island, pursuant to Section 7-1.1-76 of the *General Laws of Rhode Island*, if the Stockholders deem it to be in the best interests of the Corporation, they may abandon the Plan, provided that, notwithstanding said power of the Stockholders, the Plan shall be fully effective from and after the date of adoption in the event there shall be no such election.

Ratified and Approved by the Stockholders on this 21st day of September 2020:

• ADAMS FURNITURE CO., INC.



Kenneth Waitsman
President & Shareholder



Sharon Waitsman
Secretary & Shareholder



State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

October 26, 2020 03:54 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

