

Filing Fee: See Instructions

ID Number:

152485



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

05 DEC 29 AM 10:08

ARTICLES OF MERGER OR CONSOLIDATION INTO

NJ MERGER CORP.

(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
NJ MERGER CORP.	Corporation	Rhode Island
Northrop and Johnson Yacht Charters, LLC	Limited liability company	Rhode Island

- 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 NJ MERGER CORP. 152485
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:
Northrop and Johnson Yacht Charters, Inc.
- 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:
n/a
- 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 90th day after the date of this filing January 1, 2006

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 _____

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) _____

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

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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.

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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.

NJ MERGER CORP.

Print Entity Name
By: Amy Johnson Foster **President**
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

Northrop and Johnson Yacht Charters, LLC

Print Entity Name
By: Amy Johnson Foster **Member**
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

Plan and Agreement of Merger

THIS PLAN AND AGREEMENT OF MERGER made and entered into as of the 1st day of January, 2006, between NJ MERGER CORP., a Rhode Island corporation ("MERGER"), and NORTHROP AND JOHNSON YACHT CHARTERS, LLC, a Rhode Island limited liability company (the "LLC").

Recitals:

MERGER has an authorized capital stock of 8,000 shares of Common Stock, without par value (the "Common Stock"), of which 1 share is issued and outstanding and held beneficially and of record by the LLC. The Board of Directors of MERGER and the SOLE MEMBER of the LLC deem it advisable and generally to the advantage and welfare of the two entities and the LLC's member that the LLC merge with and into MERGER under and pursuant to the provisions of Title 7, Chapters 1.2 and 16 of the General Laws of Rhode Island, 1956, as amended.

Agreements:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. The LLC shall be and hereby is merged into MERGER as of the Effective Date.

2. Effective Date. This Plan and Agreement of Merger shall become effective upon the later of January 1, 2006, or the date of filing with the Secretary of State of the State of Rhode Island of Articles of Merger (the time of such effectiveness, the "Effective Date").

3. Surviving Entity. MERGER shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Rhode Island, but the separate existence of the LLC shall cease forthwith upon the Effective Date.

4. Shares Outstanding. By virtue of the exchange the membership interests of MERGER outstanding on the Effective Date as hereinafter provided, the number of shares of the Common Stock outstanding on the Effective Date shall be 1,000, unless and until the same shall be changed in accordance with the Bylaws of MERGER or in accordance with the laws of the State of Rhode Island.

5. Articles of Incorporation. The Articles of Incorporation of MERGER as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of MERGER immediately

following the Effective Date, and shall be amended by virtue of the merger, by the replacement of Article 1 thereof in its entirety by the following:

"1. The name of the corporation is Northrop and Johnson Yacht Charters, Inc."

Otherwise such Articles of Incorporation shall be unaffected by the merger.

6. Bylaws. The Bylaws of MERGER as in effect immediately prior to the Effective Date shall be the Bylaws of MERGER immediately following the Effective Date, without amendment by virtue of the merger, unless and until the same be amended in accordance with the provisions thereof.

7. Further Assurances. If at any time MERGER shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to MERGER any right, title, or interest of the LLC held immediately prior to the Effective Date, the LLC and its sole member shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in MERGER as shall be necessary to carry out the purposes of this Plan and Agreement of Merger, and MERGER and the proper officers thereof are fully authorized to take any and all such action in the name of the LLC or otherwise.

8. Conversion of Outstanding Membership Interest. Forthwith upon the Effective Date, all of the sole member's membership rights (including both management rights and membership interest in and to the LLC) shall be converted into 1,000 shares of the Common Stock of MERGER. The holder of such membership rights shall be deemed in all respect to have surrendered the same and shall be issued in exchange therefor a certificate evidencing such Common Stock of MERGER.

9. Retirement of Common Stock Held by the LLC. Forthwith upon the Effective Date, the one share of the Common Stock of MERGER held by the LLC on the Effective Date shall be retired and no Common Stock nor any other securities of MERGER shall be issued in respect thereof.

10. Book Entries. The merger contemplated hereby shall be treated, on the books and records of the constituent entities, in such manner as, with the advise of the accountants for MERGER, will be most advantageous to such entities and the shareholder of MERGER.

11. Director. The sole Director of MERGER immediately prior to the Effective Date shall be the Director of MERGER immediately following the Effective Date, without change by virtue of the merger and shall hold office from the Effective Date until the next annual meeting of shareholders of MERGER and until her successor(s) shall be elected and shall qualify.

12. Officers. The Officers of MERGER immediately prior to the Effective Date shall be the Officers of MERGER immediately following the Effective Date, without change by virtue of the merger and shall hold office from the Effective Date until the next annual meeting of Directors of MERGER and

until their successors shall be elected and shall qualify, unless they shall sooner resign or be removed from office.

13. Termination. This Plan and Agreement of Merger may be terminated and abandoned by action of the sole member of the LLC at any time prior to the Effective Date, whether before or after approval by the shareholders of MERGER.

IN WITNESS WHEREOF, each of the entities which are parties hereto, pursuant to authority duly granted by its Board of Directors or member, as the case may be, has caused this Plan and Agreement to be executed by its Officer or member, as the case may be.

NJ MERGER CORP.

By 

Caryn Johnston Foster, President

NORTHROP AND JOHNSON YACHT CHARTERS, LLC

By 

Caryn Johnston Foster, Member