

Filing Fee: See Instructions

ID Number: 156698



STATE OF RHODE ISLAND AND PROVIDENCE PLANTINGS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

MAR 30 2007

By ack
1221786

ARTICLES OF MERGER OR CONSOLIDATION INTO

Turning Point Survey Company, 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
156698 <u>Turning Point Survey Company, Inc.</u>	<u>Professional Service Corp.</u>	<u>Rhode Island</u>
<u>Turning Point Survey Company, Inc.</u>	<u>Business Corporation</u>	<u>Massachusetts</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 Turning Point Survey Company, 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 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 Upon filing

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.

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 7-12-1003 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.
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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.

Turning Point Survey Company, Inc. (RI Professional Service Corp.)

Print Entity Name

By David G. Greenhalgh President
Name of person signing Title of person signing

By _____
Name of person signing Title of person signing

Turning Point Survey Company, Inc. (MA Business Corp.)

Print Entity Name

By David G. Greenhalgh President
Name of person signing Title of person signing

By _____
Name of person signing Title of person signing

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PLAN OF MERGER
of
Turning Point Survey Company, Inc.
(a Massachusetts Business Corp.)
and
Turning Point Survey Company, Inc.
(a Rhode Island Professional Service Corp.)
into
Turning Point Survey Company, Inc.
(Rhode Island Professional Service Corp.)

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FIRST: (a) The name of each constituent corporation is as follows:

Turning Point Survey Company, Inc., a Massachusetts Corporation
Turning Point Survey Company, Inc., a Rhode Island Corporation

(b) The surviving corporation is **Turning Point Survey Company, Inc.**, a Rhode Island Professional Service Corporation.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares Outstanding	Number of Shares Entitled to Vote
Turning Point Survey Company, Inc. (MA)	100 Common	100
Turning Point Survey Company, Inc. (RI)	100 Common	100

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation are as follows:

Upon the effective date of such merger, all assets and liabilities of **Turning Point Survey Company, Inc.** (Massachusetts corporation) shall become vested in the surviving corporation. All shares of stock of **Turning Point Survey Company, Inc.** (Massachusetts corporation) shall be deemed cancelled and retired and the shares of stock of **Turning Point Survey Company, Inc.** (Rhode Island corporation) shall become the shares of stock of the surviving corporation.

FOURTH: Upon the effective date of such merger, the By-laws of **Turning Point Survey Company, Inc.** (Rhode Island corporation) shall become the By-laws of the surviving corporation. As of the effective date of such merger, the name of the surviving corporation shall be **Turning Point Survey Company, Inc.** Upon the effective date of such merger, the Articles of Incorporation of **Turning Point Survey Company, Inc.** (Rhode Island corporation) shall become the Articles of Incorporation of the surviving corporation.

The foregoing Plan of Merger was duly adopted by the Board of Directors and shareholders of each constituent corporation on the dates set forth below:

Name of Corporation

Date of Adoption

Turning Point Survey Company, Inc.
Turning Point Survey Company, Inc.

December 31, 2006
December 31, 2006

Turning Point Survey Plan of Merger

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