



State of Rhode Island  
**Department of State - Business Services Division**

**Application for Articles of Merger**

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,  
 Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

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 R.I. DEPT. OF STATE  
 BUS SVCS DIV  
 2021 FEB 23 A 11: 56

Pursuant to the provisions of RIGL Title 1, the undersigned entities submit the following Articles of Merger  or Consolidation  for the purpose of merging or consolidating them into one entity:

<b>SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES</b>			
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:			
ENTITY ID	NAME OF ENT TY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
001674628	SiteScapes Holdings, LLC	Limited liability company	RI
.....	Maffei Landscape Holdings, LLC	Limited liability company	MA
b. The laws of the state under which each entity is organized permit such merger or consolidation.			
c. The full name of the surviving entity is: Maffei Landscape Holdings, LLC			
which is to be governed by the laws of the state of: MA			
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. A Plan of Merger or Consolidation <b>MUST</b> be attached.			
e. If the surviving entity's name has been amended via the merger, please state the new name: Outerland Holdings, LLC			
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: 28 Nicolettas Way, Mashpee, MA 02649			

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

- Date received (Upon filing) March 1, 2021
- Later effective date (see instructions) \_\_\_\_\_

**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.**

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 RIGL Chapter 7-1.2.

b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified at [taxportal.ri.gov](http://taxportal.ri.gov)]

c. 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) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.**

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.

**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.**

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.

c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

**SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.**

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified at [taxportal.ri.gov](http://taxportal.ri.gov)]

**SECTION VI: 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.*

Type or Print Entity Name

SiteScapes Holdings, LLC

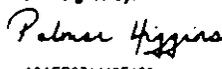
Type or Print Name of Person Signing

Palmer Higgins

Title of Person Signing

Manager

Signature

DocuSigned by:  
  
 A9AEB974419F408

Date

2/23/2021

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Maffei Landscape Holdings, LLC

Type or Print Name of Person Signing

James Higgins

Title of Person Signing

President of Manager

Signature



Date

2/22/21

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

**PLAN OF MERGER**  
**OF**  
**SITESCAPES HOLDINGS, LLC**  
**INTO**  
**MAFFEI LANDSCAPE HOLDINGS, LLC**

This Plan of Merger is adopted pursuant to the Rhode Island Limited-Liability Company Act § 7-16-59 and Massachusetts Limited Liability Company Act § 59 and provides for the merger (the "Merger") of SiteScapes Holdings, LLC, a Rhode Island limited liability company ("RI LLC"), with and into Maffei Landscape Holdings, LLC, a Massachusetts limited liability company ("MA LLC").

The terms and conditions of the Merger and the other information required by the Rhode Island Limited-Liability Company Act and the Massachusetts Limited Liability Company Act to be set forth in this Plan of Merger are as follows:

1. The names of the participating limited liability companies are:
  - a. SiteScapes Holdings, LLC, a Rhode Island limited liability company, and
  - b. Maffei Landscape Holdings, LLC, a Massachusetts limited liability company.
2. The surviving limited liability company is Maffei Landscape Holdings, LLC.
3. The Merger shall become effective on March 1, 2021 (the "Effective Date").
4. The Certificate of Organization of the MA LLC, as the surviving entity, shall be amended in connection with the Merger to change the legal name of the MA LLC to "Outerland Holdings, LLC".
5. In the Merger, one hundred percent (100%) of the membership interests of the RI LLC outstanding immediately prior to the Effective Date shall be merged with the membership interests of the MA LLC, and all of the membership interests in the RI LLC outstanding prior to the Merger shall remain outstanding membership interests in the MA LLC following the Merger.
6. When the Merger has been effected, the RI LLC and the MA LLC shall be a single limited liability company, which shall be the MA LLC. The separate existence of the RI LLC shall cease. The MA LLC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the RI LLC. All property, real, personal and mixed, tangible and intangible, and all debts due on whatever account, including subscriptions to membership interests, and all other causes in action, and all and every other interest, of or belonging to or due to the RI LLC, shall be taken and deemed to be transferred to and vested in the MA LLC without further act or deed. The title to any real estate, or any interest therein, vested in the RI LLC shall not revert or be in any way impaired by

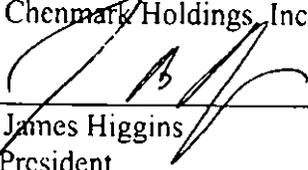
reason of the Merger. The MA LLC shall thenceforth be responsible and liable for all the liabilities and obligations of the RI LLC; and any claim existing or action or proceeding pending by or against the RI LLC may be prosecuted as if the Merger had not taken place, or the MA LLC may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the RI LLC shall be impaired by the Merger.

[Signature page follows.]

Dated: February 22, 2021

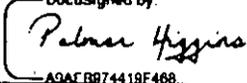
SURVIVING ENTITY:

Maffei Landscape Holdings, LLC  
By: Chenmark Holdings, Inc., its Manager

  
By: James Higgins  
Its: President

MERGED ENTITY:

SiteScapes Holdings, LLC

DocuSigned by:  
  
AQATB874419E468  
By: Palmer Higgins  
Its: Manager