



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

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

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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 ENTITY	TYPE OF ENTITY	STATE *under which entity is organized
001721263	Mason Consulting Services Corp.	business corporation	RI
204877202	Mason Consulting Services Corp.	business corporation	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:

Mason Consulting Services Co.p.

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. A Plan of Merger or Consolidation **MUST** be attached.

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:

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 ^m

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

Date received (Upon filing)

May 31, 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]

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]

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

Mason Consulting Services Corp.

Type or Print Name of Person Signing

Michael D. Mason

Title of Person Signing

President

Signature

 MASON

Date

May 20, 2021

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Mason Consulting Services Corp.

Type or Print Name of Person Signing

Michael D. Mason

Title of Person Signing

President

Signature

 MASON

Date

May 20, 2021

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

AGREEMENT AND PLAN OF MERGER

***AGREEMENT AND PLAN OF MERGER OF
MASON CONSULTING SERVICES CORP. (MASSACHUSETTS)
WITH AND INTO MASON CONSULTING SERVICES CORP. (RHODE ISLAND)***

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of May 31, 2021, by and between Mason Consulting Services Corp. ("MCRI"), a corporation organized and existing under the laws of the State of Rhode Island (MCRI being hereinafter sometimes referred to as the "Surviving Corporation"), and Mason Consulting Services Corp. ("MCMA"), a corporation organized and existing under the laws of The Commonwealth of Massachusetts (MCMA being hereinafter sometimes referred to as the "Merging Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the Board of Directors of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that MCMA be merged with and into MCRI, with MCRI being the Surviving Corporation, under and pursuant to the laws of the State of Rhode Island and The Commonwealth of Massachusetts and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE I
MERGER**

1.1 MCMA shall be merged with and into MCRI in accordance with the laws of the State of Rhode Island and The Commonwealth of Massachusetts. The separate corporate existence of MCMA shall thereby cease, and MCRI shall be the Surviving Corporation.

1.2 The name which the Surviving Corporations is to have after the merger shall be "Mason Consulting Services Corp."

1.3 At the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Rhode Island Business Corporation Act, R.I.G.L. Chapter 7-1.2 ("Chapter 7-1.2") and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The Effective Date of the merger shall be the later of (i) the later of the date on which Articles of Merger are filed with the Office of the Rhode Island Secretary of State within the meaning of, and subject, to, the provisions of Chapter 7-1.2, or Articles of Merger have been filed with the Office of the Secretary of The Commonwealth of Massachusetts within the meaning of, and subject to, the Massachusetts Business Corporation Act, M.G.L. ch. 156D, or (ii) the effective date specified in said Articles of Merger. The merger of MCMA into MCRI shall become effective at the Effective Time, which shall be the later of (i) the time on the Effective Date that the Articles of Merger are filed with the Office of the Rhode Island Secretary of State, or, as the case may be, the Articles of Merger are filed with the Office of the Secretary of The Commonwealth of Massachusetts, or (ii) the effective time specified in said Articles of Merger.

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III CHARTER AND BYLAWS; OFFICERS

3.1 The Articles of Incorporation of MCRI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of MCRI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Officers of MCRI immediately prior to the Effective Time shall, after the merger, continue as the Officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Rhode Island and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV CONVERSION OF COMMON STOCK

4.1 At the Effective Time, each share of common stock of MCMA outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of MCMA, be exchanged for an equal number of shares of common stock of MCRI, and the prior shares of common stock of MCMA shall be cancelled and extinguished.

ARTICLE V MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Officers of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Rhode Island Secretary of State of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporations. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Officers in respect of this Agreement and Plan.

5.2 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized Officers of the Constituent Corporations pursuant to the authorization by the Shareholders of the Constituent Corporations, all as of the day and year first above written.

MASON CONSULTING SERVICES CORP.
(Massachusetts)

By:  _____
Michael D. Mason, its President

MASON CONSULTING SERVICES CORP.
(Rhode Island)

By:  _____
Michael D. Mason, its President



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:

May 21, 2021 09:58 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

