



State of Rhode Island
Department of State - Business Services Division

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 R.I. DEPT. OF STATE
 BUS SVCS DIV

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 Z, 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 <small>under which entity is organized</small>
	See attached continuation sheet		
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:			
KMD Hockey, LLC			
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
 NOV 09 2021
 BY 11310
 A.A. 10:24 A.M.
 Form 610, Revised: 03/2021

**Continuation Sheet
to Application for Articles of Merger**

Section 1: The name and type 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
000898566	KMD Arena, LLC	Limited Liability Company	Rhode Island
000872174	KMD Hockey, LLC	Limited Liability Company	Rhode Island
001068220	Lynch Arena, LLC	Limited Liability Company	Rhode Island
001068221	Lynch Hockey, LLC	Limited Liability Company	Rhode Island

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

Date received (Upon filing)

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 by emailing tax.collections@tax.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 by emailing tax.collections@tax.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

KMD Arena, LLC

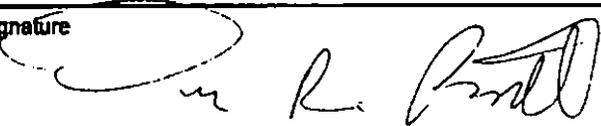
Type or Print Name of Person Signing

Dan R. Fawcett

Title of Person Signing

Authorized Person

Signature



Date

11/8/21

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

KMD Hockey, LLC

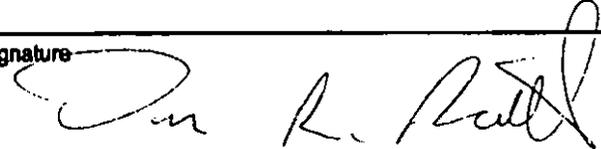
Type or Print Name of Person Signing

Dan R. Fawcett

Title of Person Signing

Authorized Person

Signature



Date

11/8/21

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

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 by emailing tax.collections@tax.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

Lynch Arena, LLC

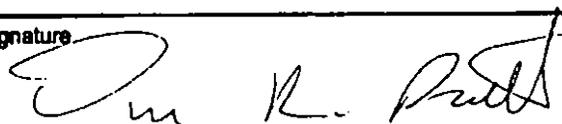
Type or Print Name of Person Signing

Dan R. Fawcett

Title of Person Signing

Authorized Person

Signature



Date

11/8/21

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Lynch Hockey, LLC

Type or Print Name of Person Signing

Dan R. Fawcett

Title of Person Signing

Authorized Person

Signature



Date

11/8/21

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

**Plan of Merger
among
KMD Hockey, LLC, KMD Arena, LLC,
Lynch Hockey, LLC and Lynch Arena, LLC**

1. On the effective date of the merger, **KMD Arena, LLC, Lynch Hockey, LLC, and Lynch Arena, LLC**, all Rhode Island limited liability companies, will be merged with and into **KMD Hockey, LLC**, also a Rhode Island limited liability company, with **KMD Hockey, LLC** being the surviving company, and **KMD Hockey, LLC's** identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger.

2. The effective date of the merger shall be the date of filing with the Secretary of State of Rhode Island.

3. On the effective date of the merger the separate existence and limited liability organization of each of **KMD Arena, LLC, Lynch Hockey, LLC and Lynch Arena, LLC**, except insofar as each may be continued by statute, shall cease, and without further action by the respective company **KMD Hockey, LLC** shall succeed to all of the assets, liabilities, rights and privileges of **KMD Arena, LLC, Lynch Hockey, LLC and Lynch Arena, LLC** as, and to the extent, provided in Section 7-16-63 of the General Laws of Rhode Island.

4. The Articles of Organization of **KMD Hockey, LLC** as originally filed on December 18, 2013 and as thereafter amended shall on the effective date of the merger be the Articles of Organization, as amended, of the surviving company, until further altered, amended or repealed as provided by law.

5. The Operating Agreement of **KMD Hockey, LLC** in effect on the effective date of the merger shall be the Operating Agreement of the surviving company until amended, rescinded, or repealed as provided therein or by law.

6. Upon the effective date of the merger each outstanding membership interest of each of **KMD Arena, LLC, Lynch Hockey, LLC and Lynch Arena, LLC** shall be completely canceled and cease to exist. The member of **KMD Hockey, LLC** shall continue to be the sole member of the surviving company, and its capital account will be adjusted to reflect the merger.

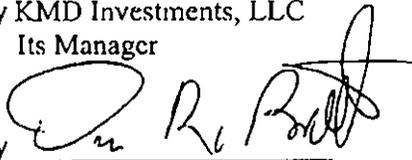
Authorized and Approved:

KMD HOCKEY, LLC

By **KMD Investments, LLC**

Its Manager

By



Dan R. Fawcett
Manager

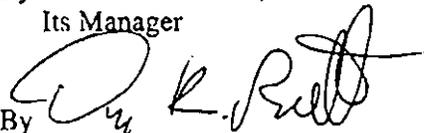
Authorized and Approved:

LYNCH HOCKEY, LLC

By **KMD Investments, LLC**

Its Manager

By



Dan R. Fawcett
Manager

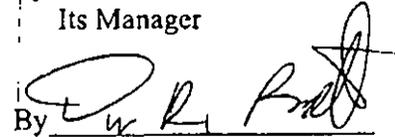
Authorized and Approved:

KMD ARENA, LLC

By **KMD Investments, LLC**

Its Manager

By



Dan R. Fawcett
Manager

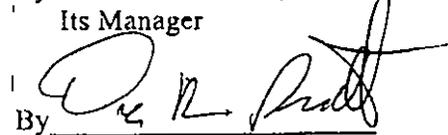
Authorized and Approved:

LYNCH ARENA, LLC

By **KMD Investments, LLC**

Its Manager

By



Dan R. Fawcett
Manager



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:

November 09, 2021 10:24 AM

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

Nellie M. Gorbea
Secretary of State

