



State of Rhode Island

Department of State - Business Services Division

Application for Articles of MergerDOMESTIC or FOREIGN Business Corporation, Limited Partnership,
Limited Liability Company or Non-Profit CorporationRI SOS
BUSINESS SERVICES DIVISION
2021 NOV 30 PM 1:03

- 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
1716330	MCLD, LLC	Limited Liability Co	RI
116915	Essilor Laboratories of America, Inc.	Corporation	NC

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:

Essilor Laboratories of America, Inc.

which is to be governed by the laws of the state of:

North Carolina

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:

Essilor Laboratories of America, Inc. 13555 N. Stemmons Frwy, Dallas, TX 75234

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 30 2021

BY

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

☐ Date received (Upon filing) 12-31-2021

☒ 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 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

MCLD, LLC

Type or Print Name of Person Signing

Rick Gadd

Title of Person Signing

President of Sole Member

Signature

DocuSigned by:

Rick Gadd

Date

11/1/2021

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Essilor Laboratories of America, Inc.

Type or Print Name of Person Signing

Rick Gadd

Title of Person Signing

President

Signature

DocuSigned by:

Rick Gadd

Date

11/1/2021

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN OF MERGER
OF
MCLD, LLC
INTO
ESSILOR OF LABORATORIES OF AMERICA, INC.

THIS PLAN OF MERGER is executed by the parties hereto:

1. The parties to the merger are:
 - a. MCLD, LLC, a limited liability company formed in Rhode Island, and
 - b. Essilor Laboratories of America, Inc., a corporation formed in North Carolina.

2. MCLD, LLC, (the "Merging Entity") will merge into Essilor Laboratories of America, Inc. (the "Surviving Entity").

3. On the effective date of the merger, the Merging Entity's outstanding ownership interests will be cancelled, and the Merging Entity shall cease to exist. The Surviving Entity shall succeed to all rights, privileges, properties and liabilities of the Merging Entity.

4. The Articles of Incorporation of the Surviving Entity shall continue in effect following the merger until amended in the manner prescribed by the laws of the State of North Carolina.

5. The effective date of the merger shall be December 31, 2021.

This 1st day of November, 2021.

MCLD, LLC, a Rhode Island limited liability company

DocuSigned by:
BY: Rick Gadd

Rick Gadd, President of Sole Owner, Essilor Laboratories of America, Inc.

ESSILOR LABORATORIES OF AMERICA, INC., a North Carolina corporation

DocuSigned by:
BY: Rick Gadd

Rick Gadd, 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:

November 30, 2021 01:03 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea", is written in a cursive style.

Nellie M. Gorbea
Secretary of State

