



State of Rhode Island
Department of State - Business Services Division

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Articles of Dissolution
 DOMESTIC Business Corporation
 → Filing Fee \$50.00

Pursuant to the provisions of RIGL 7-1 2-1308 and 7-1 2-1309, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity ID Number: 000558201	2. The name of the corporation is: DDH, Inc.
3. The dissolution was approved by (CHECK ONE): <input checked="" type="checkbox"/> consent of the shareholders pursuant to RIGL 7-1 2-1302. OR <input type="checkbox"/> an act of the corporation pursuant to RIGL 7-1 2-1303	
4. All debts, obligations and liabilities of the corporation have been paid and discharged, or have been subject to a completed bankruptcy proceeding under Title II of the U.S. Code.	5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgement, order, or decree which may be entered against it in any pending suit.	7. 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]
8. Date when these Articles of Dissolution will be effective: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____	
Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print Name of Authorized Officer Steven J. Zarogian, CPA, Treasurer	Date 12/13/2021
Signature of Authorized Officer of the Corporation 	

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

2:09
FILED

DEC 20 2021 STAMP
 BY gjb R62 WH

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

DDH, INC.

JOINT WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND SHAREHOLDERS

November 30, 2020

The undersigned, being all of the members of the Board of Directors (the "Board") and all of the shareholders of capital stock issued, outstanding and entitled to vote (the "Shareholders") of DDH, Inc., a Rhode Island corporation (the "Corporation"), hereby consent, pursuant to Sections 7-1.2-707 and 7-1.2-810 of the Rhode Island Business Corporation Act, to the adoption of the following resolutions, effective as of the date set forth above without a meeting and, upon execution of this consent or a counterpart hereof by the Shareholders and the Board listed below, do hereby adopt such resolutions as if adopted at a meeting duly called and held at which a quorum was present and acting throughout:

WHEREAS, the Board and the Shareholders have determined that it is advisable and in the best interests of the Corporation to dissolve.

NOW THEREFORE, be it hereby:

RESOLVED: That the Corporation is hereby authorized to liquidate all of its assets and dissolve the Corporation in accordance with the terms and provisions of the Plan of Liquidation and Dissolution of the Corporation attached hereto as Exhibit A.

RESOLVED: That, in connection with the foregoing resolution, any officer of the Corporation is (each an "Authorized Officer" and collectively, the "Authorized Officers") and hereby are, and each of them acting singly hereby is authorized and empowered by and on behalf of Corporation, to prepare and execute all instruments, agreements, certificates, reports and tax returns, make all such payments, make all such filings, and do all such other acts and things as in such individual's opinion, may be necessary or appropriate in order to carry out the intent and purposes of the foregoing resolution;

RESOLVED: That the Authorized Officers be, and hereby are, and each of them acting singly hereby is, expressly authorized and empowered by and on behalf of Corporation to execute, verify, file and deliver (i) the Articles of Dissolution to be filed with the Rhode Island Secretary of the State, and (ii) such other documents, certificates and instruments, and to give and deliver all notices in connection therewith, and to do or cause to be done all such other acts and things as in such Authorized Officer's judgment will be necessary or advisable

in order to effectuate the purpose and intent of the foregoing resolutions and to consummate the liquidation and dissolution contemplated thereby;

RESOLVED: That the Authorized Officers be, and hereby are, and each of them acting singly hereby is, expressly authorized by and on behalf of the Corporation, to take any and all actions and to execute and deliver any and all documents, agreements, instruments or certificates and to do or cause to be done any and all other things as may in such Authorized Officer's judgment be necessary, desirable or appropriate in order to give effect to and carry out the intent of these resolutions, the execution and delivery of any such documents, instruments or certificates and the taking of any such action to be conclusive evidence that the same has been approved by the Board and the Shareholders; and

RESOLVED: That this authority shall be a continuing one in full force and effect until revoked or modified by resolutions of the Board and the Shareholders.

This writing shall be filed with the records of the meetings of the Board and the Shareholders of the Corporation and shall for all purposes be treated as actions taken and resolutions adopted at a meeting of the Board and the Shareholders duly called, noticed and held.

[Signature Pages Follow]

Exhibit A

Plan of Liquidation and Dissolution

This Plan of Liquidation and Dissolution (the "Plan") is for the purpose of effecting the complete liquidation and dissolution of DDH, Inc., a Rhode Island corporation (the "Corporation"), in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code") and the Rhode Island Business Corporation Act (the "Act"), and pursuant to the following steps:

1. The Corporation will cease the active conduct of its business and wind up its affairs; it will pay and discharge all of its debts, obligations, and liabilities or make adequate provision therefor; and it will distribute all of its assets (less any assets retained to discharge liabilities) to its Shareholders in complete liquidation.

2. After the liabilities of the Corporation have been discharged or adequate provision has been made therefor and all of the Corporation's property has been distributed to its Shareholders, an Authorized Officer of the Corporation will execute and file with the Secretary of the State of Rhode Island such documents as may be required to effect the Corporation's dissolution.

3. An Authorized Officer of the Corporation, acting singly and in such officer's discretion on behalf of the Corporation, is hereby authorized and directed to execute and deliver any and all documents, certificates and instruments, to give and deliver all such notices, and to do or cause to be done all such acts and things, as may be necessary or advisable to implement this Plan in compliance with the Code and the applicable provisions of the Act.

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

Gwen Bauer
Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Steven J. Zarogian

SHAREHOLDERS:

Gwen Bauer
Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Frank A. Fornari
Frank A. Fornari, Ph.D.

Stephen Jordan

Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST – 2008

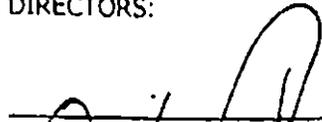
By: _____
Renee A.R. Evangelista, Trustee

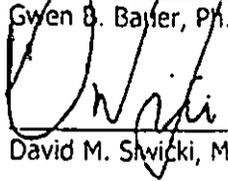
THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

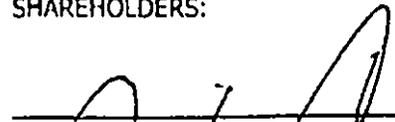


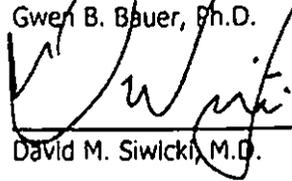
Gwen B. Bauer, Ph.D.


David M. Siwicki, M.D.

Steven J. Zarogian

SHAREHOLDERS:



Gwen B. Bauer, Ph.D.


David M. Siwicki, M.D.

Frank A. Fornari, Ph.D.

Stephen Jordan

Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST - 2008

By: _____
Renee A.R. Evangelista, Trustee

THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

[SIGNATURE PAGE OF DOM, LLC BOARD AND SHAREHOLDER CONSENT FOR DISSOLUTION]

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

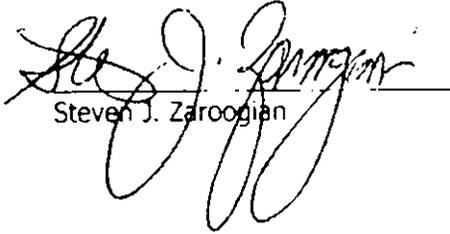
SHAREHOLDERS:

Gwen B. Bauer, Ph.D.

Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

David M. Siwicki, M.D.



Steven J. Zarogian

Frank A. Fornari, Ph.D.

Stephen Jordan

Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST - 2008

By: _____
Renee A.R. Evangelista, Trustee

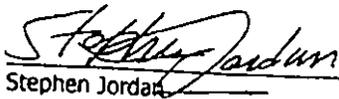
THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

[SIGNATURE PAGE OF DDH, INC. BOARD AND SHAREHOLDER CONSENT FOR DISSOLUTION]

David M. Swicki, M.D.

Frank A. Forni, Ph.D.


Stephen Jordan

Michael B. Hammond

George Detamowsky

THE SWICKI FAMILY IRREVOCABLE

(Signature Pages Follow)

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Steven J. Zarogian

SHAREHOLDERS:

Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Frank A. Fornari, Ph.D.

Stephen Jordan

Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST - 2008

By:

Renee A.R. Evangelista, Trustee

THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By:

Renee A.R. Evangelista, Trustee

Suzy C. Hammond
Suzy C. Hammond, in her capacity
as Shareholder
12/14/20

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Steven J. Zarogian

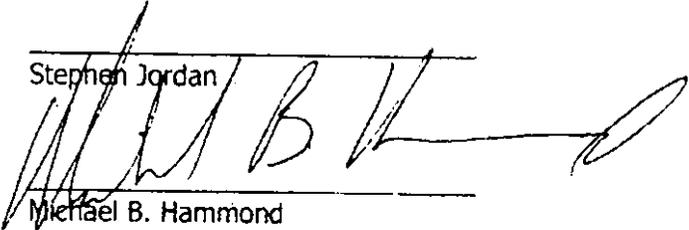
SHAREHOLDERS:

Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Frank A. Fornari, Ph.D.

Stephen Jordan



Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST - 2008

By: _____
Renee A.R. Evangelista, Trustee

THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

B. Bauer, Ph.D.

M. Siwicki, M.D.

n J. Zarogian

E. Hammond, in her capacity
Shareholder

SHAREHOLDERS:

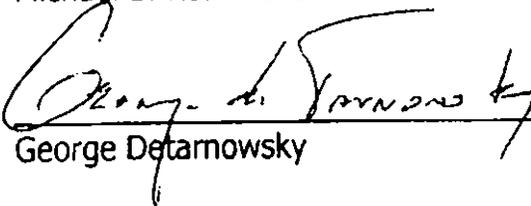
Gwen B. Bauer, Ph.D.

David M. Siwicki, M.D.

Frank A. Fornari, Ph.D.

Stephen Jordan

Michael B. Hammond


George Detarnowsky

12/16/20

THE SIWICKI FAMILY IRREVOCABLE
TRUST -- 2008

By: _____
Renee A.R. Evangelista, Trustee

THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders of the Corporation have executed this Consent effective as of the date first written above.

DIRECTORS:

SHAREHOLDERS:

Gwen B. Bauer, Ph.D.

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David M. Siwicki, M.D.

David M. Siwicki, M.D.

Steven J. Zarogian

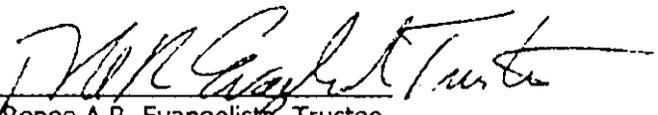
Frank A. Fornari, Ph.D.

Stephen Jordan

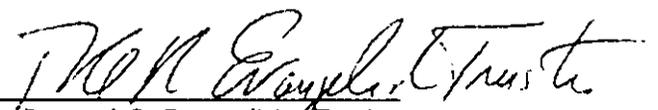
Michael B. Hammond

George Detarnowsky

THE SIWICKI FAMILY IRREVOCABLE
TRUST - 2008

By: 
Renee A.R. Evangelista, Trustee

THE RITA FORNARI IRREVOCABLE
TRUST 2008 QSST

By: 
Renee A.R. Evangelista, Trustee

THE DAVID FORNARI IRREVOCABLE
TRUST 2008 QSST

By: 
Renee A.R. Evangelista, Trustee

LUCY C. MANTIA 2010 REVOCABLE TRUST
DATED AUGUST 9, 2010

By: _____
Lucy C. Mantia, Trustee

By: _____
Robert S. Mantia, Trustee

TRUST AGREEMENT OF JAMES P.
MEEHAN FBO JAMES P. MEEHAN DATED
MAY 12, 2011, AS AMENDED

By: _____
James P. Meehan, Trustee

ROBERT L. PASQUAZZI LIVING TRUST
AGREEMENT DATED NOVEMBER 29,
1994, AS AMENDED AND RESTATED

By: _____
Robert L. Pasquazzi, Trustee

THE STEVEN J. ZAROOGIAN LIVING
TRUST UNDER AGREEMENT DATED
AUGUST 1, 2005

By: _____
Steven J. Zaroogian, Trustee

By: _____
Joanne M. Zaroogian, Trustee

THE DAVID FORNARI IRREVOCABLE
TRUST 2008 QSST

By: _____
Renee A.R. Evangelista, Trustee

LUCY C. MANTIA 2010 REVOCABLE TRUST
DATED AUGUST 9, 2010

By: Lucy C. Mantia
Lucy C. Mantia, Trustee

By: Robert S. Mantia
Robert S. Mantia, Trustee

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Renee A.R. Evangelista, Trustee

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By: _____
Robert S. Mantia, Trustee

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By: _____
Joanne M. Zaroogian, Trustee

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By: _____
Robert S. Mantia, Trustee

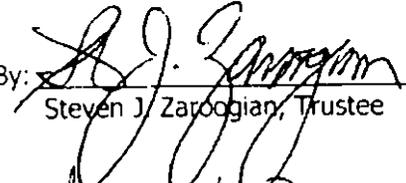
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AUGUST 1, 2005

By:  _____
Steven J. Zarogian, Trustee

By:  _____
Joanne M. Zarogian, Trustee



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:

December 20, 2021 02:09 PM

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

Nellie M. Gorbea
Secretary of State

