



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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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
001698351	ArborTecture LLC	Limited Liability Com	RI
001698352	WhippleTree LLC	Limited Liability Com	RI

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:

WhippleTree 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

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STAMP
BY PXGBV
U.S. ONLY

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

☐ Date received (Upon filing)

01/01/2023

☒ 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

ArborTecture LLC

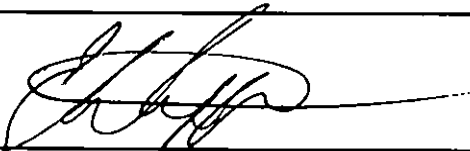
Type or Print Name of Person Signing

Eric Whipple

Title of Person Signing

Member

Signature



Date

10-6-2022

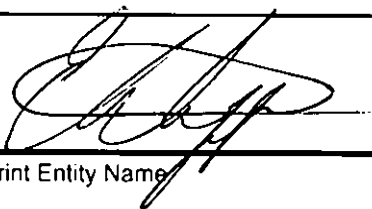
Type or Print Name of Person Signing

WhippleTree LLC

Title of Person of Signing

Member

Signature



Date

10-6-2022

Type or Print Entity Name

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER made and entered into effective as of the 6th day of October 2022, effective January 1, 2023, between **ArborTecture, LLC**, a Rhode Island Limited Liability Company ("Arbor") and **WhippleTree, LLC**, a Rhode Island Limited Liability Company ("WhippleTree").

RECITALS:

Arbor and WhippleTree are single member Limited Liability Companies, each of which has 1 (one) share issued and outstanding and held beneficially and of record by Arbor and WhippleTree. The sole member of each LLC deems it advisable and generally to the advantage and welfare of the two entities and the LLC's member that Arbor merge with and into WhippleTree under and pursuant to the provisions of Title 7, Chapters 7-16-59 of the General Law of Rhode Island, 1956, as amended.

AGREEMENTS:

NOW THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. Arbor shall be and hereby is merged into WhippleTree as of the Effective Date.
2. Effective Date. This Plan and Agreement of Merger shall become effective upon the later of January 1, 2023, or the date of filing with the Secretary of State of the State of Rhode Island of Articles of Merger (the time of such effectiveness the "Effective Date").
3. Surviving Entity. WhippleTree shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Rhode Island, but the separate existence of Arbor shall cease forthwith upon the Effective Date.
4. Member Shares Outstanding. Each of Arbor and WhippleTree have one share interest.
5. Articles of Incorporation. The Articles of Organization of WhippleTree as in effect immediately prior to the Effective Date shall be the Articles of Organization of WhippleTree immediately following the Effective Date, and shall be amended by virtue of the merger, by the replacement of Article 1 thereof in its entirety by the following:

"1. The name of the Limited Liability Company is WhippleTree LLC."

Otherwise such Articles of Organization shall be unaffected by the merger. WhippleTree may use ArborTecture as a fictitious name.

6. Operating Agreement. The Operating Agreement of WhippleTree as in effect immediately prior to the Effective Date shall be the Operating Agreement of WhippleTree immediately following

the Effective Date, without amendment by virtue of the merger, unless and until the same be amended in accordance with the provisions thereof.

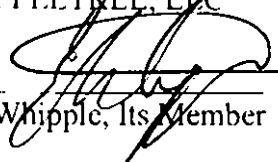
7. Further Assurances. If at any time WhippleTree shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to WhippleTree any right, title or interest of Arbor held immediately prior to the Effective Date. Arbor and its sole member shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary to carry out the purposes of this Plan and Agreement of Merger, and WhippleTree and the proper officers thereof are fully authorized to take any and all such action in the name of Arbor or otherwise.
8. Conversion of Outstanding Membership Interest. Forthwith upon the Effective Date, all of the sole member's membership rights (including both management rights and membership interests in Arbor) shall be converted into 1 (one) share of the membership interest of WhippleTree. The holder of such membership rights shall be deemed in all respect to have surrendered the same and shall be issued in exchange therefor a certificate evidencing such membership interest of WhippleTree.
9. Book Entries. The merger contemplated hereby shall be treated, on the books and records of the constituent entities, in such manner as, with the advice of the accountants for WhippleTree will be most advantageous to such entities and the sole member WhippleTree.
10. Member. The Officers of WhippleTree immediately prior to the Effective Date shall be the Officers of WhippleTree immediately following the Effective Date, without change by virtue of the merger and shall hold office from the Effective Date until the next annual meeting of Member of WhippleTree until their successors shall be elected and shall qualify, unless they shall sooner resign or be removed from office.
11. Termination. This Plan and Agreement of Merger may be terminated and abandoned by action of the sole member of Arbor any time prior to the Effective Date, whether before or after approval by the shareholders of WhippleTree.

IN WITNESS WHEREOF, each of the entities which are parties hereto, pursuant to authority duly granted by its Board of directors or member, as the case may be, has caused this Plan and Agreement to be executed by its Officer or member, as the case may be.

ARBORTECHTURE, LLC

By: 
Eric Whipple, Its Member

WHIPPLETREE, LLC

By: 
Eric Whipple, Its Member



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:

October 11, 2022 02:58 PM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

