



State of Rhode Island
Department of State - Business Services Division

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 2023 APR 25 A 11: 22

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Partnership, Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- 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, 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> |
| 000509987 | Encore Holdings, LLC | limited liability company | RI |
| | City Fire Equipment Company, LLC | limited liability company | DE |
| 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: Encore Holdings, 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 02904-2815
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED 1122
 APR 25 2023
 BY TWZKW
 Form 610 Revised: 01/2023

| | |
|---|-------------|
| g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY | |
| <input type="checkbox"/> Date received (Upon filing) | May 1, 2023 |
| <input checked="" type="checkbox"/> 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: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1. | |
| a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov] | |
| 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

Encore Holdings, LLC

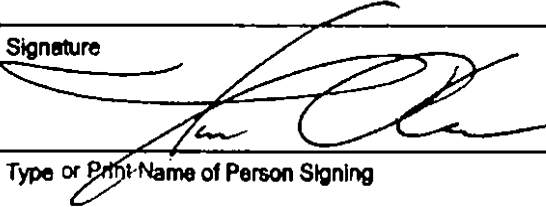
Type or Print Name of Person Signing

Thomas M. O' Connor

Title of Person Signing

President

Signature



Date

April 24, 2023

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

City Fire Equipment Company, LLC

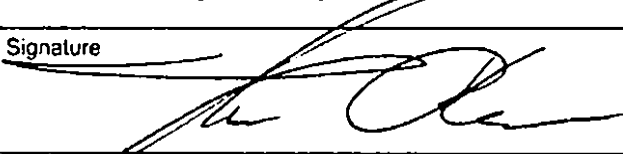
Type or Print Name of Person Signing

Encore Holdings, LLC by T.M. O'Connor, Pres.

Title of Person Signing

Member

Signature



Date

April 24, 2023

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN OF MERGER
OF
CITY FIRE EQUIPMENT COMPANY LLC
INTO
ENCORE HOLDINGS, LLC

Under Section 7-16-60 of the Rhode Island Limited Liability Company Act

FIRST: The name of the constituent surviving limited liability company is Encore Holdings, LLC, a Rhode Island limited liability company organized on September 4, 2009 (the "Parent LLC"). The name of the constituent limited liability company that is to be merged is City Fire Equipment, LLC, a Delaware limited liability company organized on December 9, 2022 (the "Subsidiary LLC"). The Subsidiary LLC is a wholly owned subsidiary of the Parent LLC.

SECOND: An Application for Articles of Merger shall be filed with the State of Rhode Island Secretary of State and a Certificate of Merger shall be simultaneously filed with the Delaware Secretary of State, both to be effective as of May 1, 2023 (the "Effective Date").

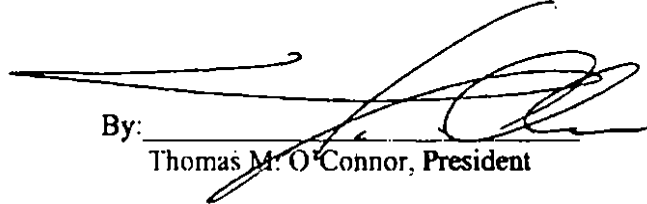
THIRD: Upon the Effective Date, the Subsidiary LLC shall be merged with and into the Parent LLC (the "Merger"). Each membership interest unit in the Subsidiary LLC outstanding immediately prior to the Effective Date shall by virtue of the Merger and without any additional action on the part of the Parent LLC or the Subsidiary LLC be cancelled and all of the membership interests in the Parent LLC outstanding prior to the Merger shall remain outstanding membership interests in the Parent LLC following the Merger.

FOURTH: The identity, existence, rights, privileges, powers, franchises, properties, and assets of the Parent LLC shall continue unaffected and unimpaired by the Merger and shall be vested in the Parent LLC. The identity and separate existence of the Subsidiary LLC shall terminate, and all of its rights, privileges, powers, franchises, properties and assets shall be vested in the Parent LLC.

FIFTH: Upon the Merger, the Operating Agreement of the Parent LLC shall become the Operating Agreement of the surviving limited liability company and the managers and officers of the Parent LLC in office upon the Effective Date shall remain the managers and officers of the Parent LLC at the Effective Date, all of whom shall hold their positions and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement or by law.

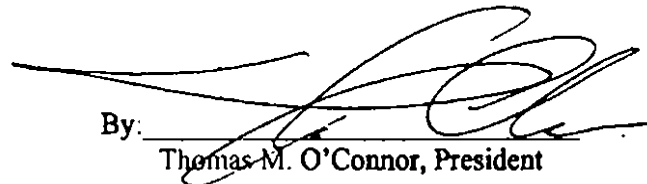
IN WITNESS WHEREOF, the undersigned have duly adopted this Plan of Merger on April 24, 2023.

ENCORE HOLDINGS, LLC


By: _____
Thomas M. O'Connor, President

CITY FIRE EQUIPMENT COMPANY LLC

By Encore Holdings, LLC, Member


By: _____
Thomas M. O'Connor, President