



State of Rhode Island
Department of State - Business Services Division

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

RECEIVED
DEPARTMENT OF STATE
BUSINESS SERVICES DIVISION

2023 JUN 19 P 1:13

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 under which entity is organized
000789646	OEC Holdings, Inc.	Corporation	RI
	Officers' Equipment Company	Corporation	VA
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: Officers' Equipment Company			
which is to be governed by the laws of the state of: Virginia			
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: Officers' Equipment Company, 177 Georgia Ave, Providence, RI 02905			

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

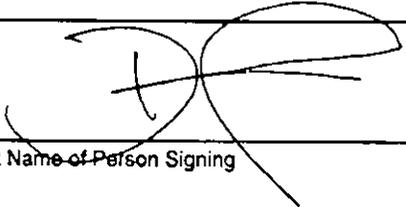
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BY [Signature] 108100
FORM 610 Revised 04/2023
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g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
<input checked="" type="checkbox"/> Date received (Upon filing)
<input 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]

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.

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 Officers' Equipment Company		
Type or Print Name of Person Signing Douglas Anderson	Title of Person Signing President of OEC Holdings, Inc., sole shareholder of Officers' Equipment Company	
Signature 		Date June 15, 2023
Type or Print Name of Person Signing	Title of Person of Signing	
Signature		Date
Type or Print Entity Name OEC Holdings, Inc.		
Type or Print Name of Person Signing Michael Petri	Title of Person Signing Chairman of Ira Green Holdings, Inc., sole shareholder of Challenge Holdings, Inc.	
Signature		Date June 15, 2023
Type or Print Name of Person Signing	Title of Person Signing	
Signature		Date

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.

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

Officers' Equipment Company

Type or Print Name of Person Signing

Douglas Anderson

Title of Person Signing

President of OEC Holdings, Inc., sole shareholder of Officers' Equipment Company

Signature

Date

June 15, 2023

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

OEC Holdings, Inc.

Type or Print Name of Person Signing

Michael Petri

Title of Person Signing

Chairman of Ira Green Holdings, Inc., sole shareholder of Challenge Holdings, Inc.

Signature



Date

June 15, 2023

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

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.

PLAN OF MERGER
OF
OEC HOLDINGS, INC.
(a Rhode Island corporation)
INTO
OFFICERS' EQUIPMENT COMPANY
(a Virginia corporation)

This Plan of Merger ("Plan of Merger"), dated as of June 15, 2023 ("Plan of Merger"), has been adopted and approved by the sole shareholder of OEC HOLDINGS, INC., a Rhode Island close corporation without directors ("OEC Holdings") and by the sole shareholder of OFFICERS' EQUIPMENT COMPANY, a Virginia corporation ("Officers' Equipment") pursuant to Title 7, Chapter 1.2, Part 10 of Rhode Island General Laws and Title 13.1, Chapter 9, Article 12 of the Code of Virginia.

1. Names. The names and states of domicile of the parties to the merger are OEC Holdings, Inc., a Rhode Island corporation, and Officers' Equipment Company, a Virginia corporation.
2. Approval. This Plan of Merger has been approved by the sole shareholder of OEC Holdings; OEC Holdings is the sole shareholder and parent of Officers' Equipment.
3. Surviving Company. The name of the surviving or resulting corporation is Officers' Equipment Company, a Virginia corporation (the "Surviving Company").
4. Effective Date. The effective date of the merger of OEC Holdings into Officers' Equipment (the "Merger") shall be upon the filing of Articles of Merger with the Department of State of the State of Rhode Island and the State Corporation Commission of the Commonwealth of Virginia (the "Effective Date").

5. Merger. On the Effective Date, OEC Holdings shall be merged with and into Officers' Equipment and Officers' Equipment shall continue to be governed by the laws of the Commonwealth of Virginia, and the separate existence of OEC Holdings shall thereupon cease. The Merger shall be pursuant to the provisions and with the effect provided in the Rhode Island General Laws and the Code of Virginia.

6. Terms and Conditions. The terms and conditions of the Merger are as follows:

(a) Upon the Effective Date, (a) each share of capital stock in OEC Holdings then issued and outstanding shall be cancelled without conversion and without further consideration, and (b) each share of capital stock in the Surviving Company which is then issued and outstanding shall remain issued and outstanding.

(b) Upon the Effective Date, the Surviving Company shall assume and be liable for all liabilities, obligations and penalties of OEC Holdings and all assets of every nature of OEC Holdings shall be transferred to and vested in the Surviving Company.

(c) The Articles of Incorporation and Bylaws of Officers' Equipment as they exist on the Effective Date shall be and remain the Articles of Incorporation and Bylaws of the Surviving Company without any amendments made thereto.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger as of as of
the date set forth above.

OEC HOLDINGS, INC., a Rhode Island corporation

DocuSigned by:
By: Michael Petri
Name: Michael Petri
Title: Vice President

OFFICERS' EQUIPMENT COMPANY, a Virginia corporation

DocuSigned by:
By: Michael Petri
Name: Michael Petri
Title: Vice President



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

June 19, 2023 01:13 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

