



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

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Pursuant to the provisions of RIGL Title Z, 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>
000105576	375 Putnam Pike, LLC	LLC	RI
n/a	Putnam Pike Investment Company	partnership	MA

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:

375 Putnam Pike, 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:

n/a

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:

n/a

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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g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
<input checked="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

375 Putnam Pike, LLC

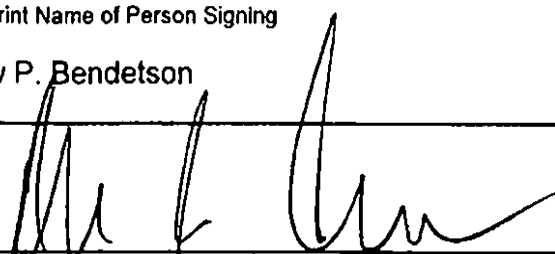
Type or Print Name of Person Signing

Andrew P. Bendetson

Title of Person Signing

Sole Manager

Signature



Date

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

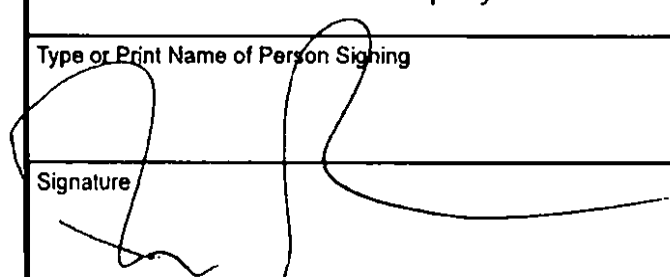
Putnam Pike Investment Company

Type or Print Name of Person Signing

Title of Person Signing

Partner

Signature



Date

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 ENTITY MERGER

PLAN OF ENTITY MERGER ("Plan"), dated as of August 31, 2023, pursuant to Rhode Island General Laws, Section 7-16-*et seq.* of the Rhode Island Limited Liability Company Act (the "Act") is made by Putnam Pike Investment Company, a general partnership (the "Partnership"), together with each of the partners of the Partnership and 375 Putnam Pike LLC, a Rhode Island limited liability company (the "LLC").

WITNESSETH :

WHEREAS, the Partnership was formed in the Commonwealth of Massachusetts on March 24, 1986 by its original partners, Andrew P. Bendetson ("ABendetson"), Richard K. Bendetson ("RBendetson"), and Robert Curcio ("RCurico", and together with ABendetson and RBendetson the "Partners");

WHEREAS, Richard Bendetson previously assigned his interest in the Partnership to Carick Property Holdings, LLC and Robert Curcio previously assigned his interest in the Partnership to Curcio Investments, LLC, resulting in the current sole partners in the Partnership being: ABendetson, Carick Property Holdings, LLC ("Carick"), and Curcio Investments, LLC, a Massachusetts limited liability company, of which Robert Curcio is sole manager and member (severally and collectively "Curcio") (collectively, "Partners" and each a "Partner");

WHEREAS, the LLC was organized under the laws of the State of Rhode Island on March 23, 1999, and maintained a principal office at 63 Atlantic Avenue, Boston, Massachusetts 02110;

WHEREAS, the Partnership is the sole member of the LLC holding one hundred percent (100%) of the membership interests in the LLC;

WHEREAS, the Partnership, as sole member of the LLC, and the Partners deem it advisable and generally to the advantage and welfare of the Partnership and the Partners to merge the Partnership into the LLC pursuant to the provisions of the Act (the "Merger"); and

WHEREAS, each of the Partners and the Partnership, as sole member of the LLC, by his or its signature below, does hereby approve the Merger, in accordance with the terms of this Plan;

NOW, THEREFORE, the LLC and the Partnership do hereby prescribe the terms and conditions of said Merger and the mode of carrying the same into effect as follows:

FIRST: The Partnership shall be merged into the LLC in accordance with the Act.

SECOND: The terms and conditions of the Merger are as follows:

(a) The effective date of the Merger shall be the date on which an Application for Articles of Merger or Consolidation (RI Form 610) is filed with the Secretary of State of the State of Rhode Island.

(b) Upon the Merger becoming effective, all the property, rights, obligations, privileges, franchises, patents, trademarks, contracts, agreements, licenses, registrations and other assets and liabilities of every kind and description of the Partnership shall be transferred to, vested in, assumed by and devolve upon the LLC without further act or deed. Without limiting the generality of the foregoing, upon the Merger becoming effective, the outstanding membership interests held by the Partnership shall be cancelled and the Partners shall be issued one hundred percent of the membership interests in the LLC and shall become the sole members of the LLC.

THIRD: The manner and basis of merging the outstanding partnership interests of the Partnership into the membership interests of the LLC shall be that all of the issued and outstanding partnership interests of the Partnership, shall convert, without further act or deed, into 100% of the membership interests of the LLC as follows:

Name	Units	Percentage Interest	Capital Contribution
RBendetson	47.5 Class A Units	47.5%	Per the Merger
ABendetson	47.5 Class B Units	47.5%	Per the Merger
RCurcio	5 Class A Units	5%	Per the Merger

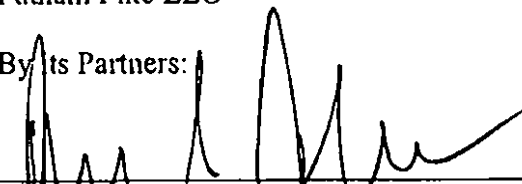
FOURTH: Under the principles of PLR 9226035 and Rev. Rul. 84-52, 1984-1 C.B. 157, the LLC will be a partnership for income tax purposes and the LLC shall use the Partnership's employer identification number for income tax reporting.

* * * *

IN WITNESS WHEREOF, this Plan of Entity Merger is executed as an instrument under seal as of the date first above written.

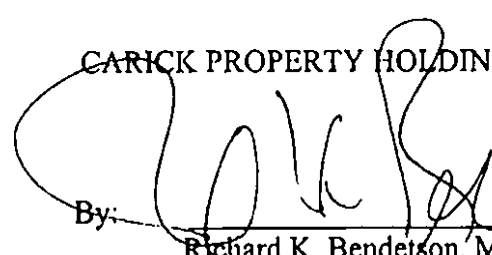
Putnam Pike Investment Company,
individually and as the sole member of 375
Putnam Pike LLC

By its Partners:


Andrew P. Bendetson

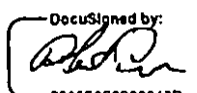
CARICK PROPERTY HOLDINGS LLC

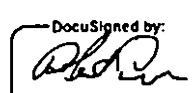
By:


Richard K. Bendetson, Manager

CURCIO INVESTMENTS, LLC

By:

DocuSigned by:

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Robert Curcio, Manager

DocuSigned by:

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Robert Curcio