



State of Rhode Island  
Department of State - Business Services Division

REC'D 11/22/23  
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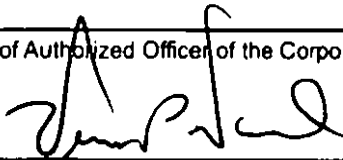
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## Articles of Dissolution

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:

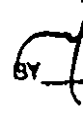
1. Entity ID Number: <b>104142</b> <b>05-0504925</b>		2. The name of the corporation is: <b>Home Care Services of RI, Inc Rhode Island, Inc</b>	
3. The dissolution was approved by (CHECK ONE): <input checked="" type="checkbox"/> consent of the shareholders pursuant to RIGL 7-1.2-1302. <b>OR</b> <input 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 by emailing tax.collections@tax.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) _____			
9. 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 <b>Vincent Ward</b>		Date <b>11 / 22 / 2023</b>	
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

FILED

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BY  **DECLAY**  
**1133**

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.

## UNANIMOUS CONSENT OF THE SHAREHOLDERS OF HOME CARE SERVICES of RI INC

The undersigned, being all of the shareholders of HOME CARE SERVICES of RI INC., a corporation duly organized and existing under the laws of the State of Rhode Island ( the "Corporation"), do hereby (i) pursuant to Section 7-1.2-702 of the Rhode Island business corporation act ("Act"), waive any required notice of a shareholders' meeting, and (ii) in accordance with Section 7-1.2-707 of said Act, consent to the following action being taken without a meeting, all of which action is required or permitted to be taken at a meeting of the shareholders:

VOTED: That the Plan of Complete Liquidation and Dissolution of the Corporation ("Plan"), as set forth below, is hereby adopted and approved in all respects, and the officers of the Corporation are hereby empowered and authorized to execute and deliver any and all documents, certificates and instruments and to do or cause to be done all such acts and things as in their sole discretion may be necessary or advisable in order to put such Plan into effect and to take all necessary and appropriate action to implement such Plan.

### PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

This Plan of Complete Liquidation and Dissolution, hereinafter called "Plan", is for the purpose of effecting the complete liquidation and dissolution of HOME CARE SERVICES of RI INC., in accordance with Section 331 of the Internal Revenue Code of 1986 (as amended), and Sections 7-1.2-1102, 7-1.2-1302, 7-1.2-1303, 7-1.2-1308 and 7-1.2-1309 of the Rhode Island Business Corporation Act, pursuant to the following steps:

- A. The Corporation will cease the active conduct of its business and wind up its affairs and, within the meaning of said Section 331, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, within the twelve (12) month period beginning on the date of the adoption of this Plan.
- B. The officers of the Corporation, be, and they each hereby are authorized, from time to time, to negotiate and consummate sales of all or any portion or portions of the properties and assets of the Corporation upon such terms and conditions as they, in his discretion, shall deem beneficial to the Corporation, including (i) the assumption by the purchaser or purchasers of any or all liabilities of the Corporation, and (ii) the acceptance by the Corporation of a note or notes of the purchaser or purchasers, secured or unsecured, as and for all or a portion of the purchase price. The signature of an officer of the Corporation on any document or documents executed for purposes of carrying out the foregoing shall be binding on the Corporation
- C. The officers of the Corporation may from time-to-time effect one or more distributions of the property of the Corporation, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet the claims or liabilities of the Corporation and to continue the operation of such properties and assets of the Corporation as have not been sold at the time of such distribution.

D. Prior to the expiration of the twelve (12) month period beginning on the date of the adoption of the Plan, such of the assets of the Corporation as have not been previously distributed and in the opinion of the officers of the Corporation need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the Corporation's capital stock.

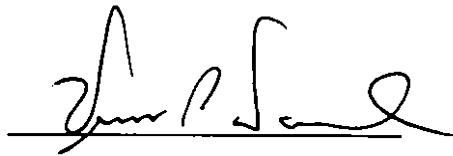
E. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.

F. The officers of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Rhode Island.

G. The officers of the Corporation be and they hereby are authorized, empowered and directed to sign, seal, execute, acknowledge and deliver any and all documents and instruments, including federal and state corporation tax returns, information required to be filed by reason of the complete liquidation and dissolution of the Corporation, and all documents and instruments which they deem necessary or advisable to carry out the purpose and intentions of this Plan.

H. It is intended that this Plan shall be a Plan of Complete Liquidation within the terms of Section 331 of the Internal Revenue Code of 1986 (as amended). This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions of said Section 331.

IN WITNESS WHEREOF, the undersigned, being the shareholders of the Corporation, have duly executed this Consent as of the 22 day of Nov, 2023.

A handwritten signature in black ink, appearing to read "Vincent Ward", written over a horizontal line.

Vincent Ward