



**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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DEPT. OF STATE
BUS SVCS DIV
STAMP
1 OR
SECRETARY OF STATE
USE ONLY
2024 JAN -8 P 3:00

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 *under which entity is organized |
|-----------|-----------------|---------------------------|--|
| 001704910 | includesign LLC | Limited Liability Company | RI |
| | includesign LLC | Limited Liability Company | 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:

includesign LLC

which is to be governed by the laws of the state of:

Massachusetts

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:

11 Bridge St., Newton, MA 02458

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
STAMP
JAN 11 2024 11:04
SECRETARY OF STATE
BUS SVCS DIV
BY APJFX
AOC

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

Date received (Upon filing)

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

includesign LLC

Type or Print Name of Person Signing

Diana Perkins Kamada

Title of Person Signing

Manager

Signature



Date

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

includesign LLC

Type or Print Name of Person Signing

Diana Perkins Kamada

Title of Person Signing

Manager

Signature



Date

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

AGREEMENT AND PLAN OF MERGER

ARTICLE I THE MERGER

Section 1.1 Parties to the Merger. The names of the parties to the merger are includesign LLC, a limited liability company organized and existing under the laws of the State of Rhode Island (“Merged LLC”), and includesign LLC, a limited liability company organized and existing under the laws of the Commonwealth of Massachusetts (“Surviving LLC”). The members of Surviving LLC and Merged LLC, respectively, have approved and adopted this Agreement and Plan of Merger (this “Plan”) dated November 2, 2023.

Section 1.2 The Merger. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with the Rhode Island Limited Liability Company Act, RI Gen L § 7-16-1, § 7-16-1, et.seq. (the “RI Act”), and the Limited Liability Company Agreement of the Company by and among the members of Merged Company dated February 18, 2020 (the “Operating Agreement”), and the Massachusetts Limited Liability Company Act, MA Gen L ch 156c § 1, et.seq. (the “MA Act”), at the Effective Time, Merged LLC shall be merged with and into Surviving LLC (the “Merger”), and the separate legal existence of Merged LLC shall thereupon cease and Surviving LLC shall be the surviving entity in the Merger.

Section 1.3 Effective Time. Upon the terms and subject to the conditions set forth in this Plan, Surviving LLC and Merged LLC shall cause the Merger to be consummated by filing Articles of Merger with the Rhode Island Department of State and Massachusetts Secretary of the Commonwealth, each executed in accordance with the relevant provisions of the RI Act and the MA Act, as applicable (together, the “Articles of Merger”), and shall make all other filings required by the foregoing laws. The Merger shall become effective as of the effective date of the filing of the Certificate of Merger with the Massachusetts Secretary of the Commonwealth, or at such later time as is agreed to by Surviving LLC and Merged LLC and specified in the Articles of Merger (the time at which the Merger becomes effective being the “Effective Time”).

Section 1.4 Effects of the Merger.

(a) The Merger shall have the effects set forth in Section 62 of the MA Act as it relates to Surviving LLC. Without limiting the foregoing, at the Effective Time, (i) the separate existence of Merged LLC shall cease; (ii) all the properties, rights, privileges, powers and franchises of any nature whatsoever of Merged LLC shall vest in Surviving LLC; and (iii) all debts, liabilities and obligations of Merged LLC of any nature whatsoever shall become the debts, liabilities and obligations of Surviving LLC.

(b) From and after the Effective Time, the Certificate of Organization of Surviving LLC, in the form approved by the members of Surviving LLC shall be and remain the Certificate of Organization of Surviving LLC following the Merger until thereafter amended as provided therein or by the MA Act.

ARTICLE II
EFFECT OF MERGER ON MEMBERSHIP INTEREST

Section 2.1 Exchange of Membership Interest. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of membership interest in Merged LLC, all units of membership interest shall be exchanged for equivalent units of membership interest in Surviving LLC in the manner set forth on Schedule 1.

Section 2.2 Restrictions. Any and all restrictions on units of membership interest in Merged LLC, including any repurchase rights, rights of first refusal, market standoff provisions and other limitations shall apply with equal effect to units of membership interest in Surviving LLC as if such restrictions and limitations originally applied to units of membership interest in Surviving LLC.

Section 2.3 Termination of Operating Agreement. As of the Effective Time, the Operating Agreement shall terminate and be of no further force and effect, and no party thereto shall have any further rights, duties or obligations pursuant to the Operating Agreement.

ARTICLE III
ADDITIONAL ACTIONS

Section 3.1. Additional Actions. If, at any time after the Effective Time, Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Surviving LLC its right, title or interest in, to or under any of the rights, properties or assets of Merged LLC acquired or to be acquired by Surviving LLC as a result of, or in connection with, the Merger or otherwise to carry out this Plan, the managers, if any, and members of Surviving LLC shall be authorized to execute and deliver, in the name and on behalf of Merged LLC, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of Merged LLC or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in Surviving LLC or otherwise to carry out this Plan.

ARTICLE IV
TERMINATION

Section 4.1. Termination. This Plan may be terminated and the Merger contemplated hereby may be abandoned at any time prior to the Effective Time by action of the members of Merged LLC or Surviving LLC, if it is determined that for any reason the completion of the transactions provided for herein would be inadvisable or not in the best interest of such limited liability company.

Section 4.2. Effect of Termination. In the event of the termination and abandonment of this Plan as provided above, the provisions of this Plan shall immediately become void and of no further force or effect and none of Merged LLC, Surviving LLC nor their respective members shall have any liability with respect to such termination and abandonment.

ARTICLE V
MISCELLANEOUS

Section 5.1 Amendment. This Plan may be supplemented, amended or modified by the mutual consent of the parties to this Plan by action by their members; provided, however, that, any amendment effected such approval shall be subject to the restrictions contained in the RI Act and the MA Act. No amendment of any provision of this Plan shall be valid unless the same shall be in writing and signed by all of the parties hereto.

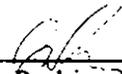
Section 5.2 Governing Law. This Plan shall be governed by, and construed in accordance with, the laws of the Commonwealth of Massachusetts, without reference to its conflicts of laws principles.

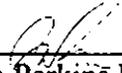
[Signature pages to follow]

IN WITNESS WHEREOF, the parties by their consent hereto acknowledge approval of the foregoing Plan executed and delivered as of the date first above written.

SURVIVING LLC:

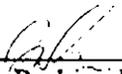
includesign LLC, a Massachusetts limited liability company

By: 
Name: Diana Perkins Kamada
Title: Manager

By: 
Name: Diana Perkins Kamada
Title: Member

MERGED LLC:

includesign LLC, a Rhode Island limited liability company

By: 
Name: Diana Perkins Kamada
Title: Member

SCHEDULE I

| MEMBERS | NUMBER OF UNITS | PERCENTAGE OF MEMBERSHIP INTEREST |
|----------------------|----------------------------|--|
| Diana Perkins Kamada | | 100% |



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:

January 11, 2024 11:04 AM

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

Gregg M. Amore
Secretary of State

