



**State of Rhode Island
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Dissolution**

(Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Rhode Island and Southern Massachusetts Honda Dealers Association

ARTICLE II

A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

The resolution to dissolve the corporation was adopted at a meeting of members held on , at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on 2/7/2024 , signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE III

All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

ARTICLE IV

The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(if no plan of distribution was adopted, so state.)

PLAN OF DISTRIBUTION OF RHODE ISLAND AND SOUTHERN MASSACHUSETTS
HONDA
DEALERS ASSOCIATION

THIS PLAN OF DISTRIBUTION (THIS "PLAN") IS FOR THE PURPOSE OF
EFFECTING THE COMPLETE LIQUIDATION AND DISSOLUTION OF RHODE ISLAND

AND

SOUTHERN MASSACHUSETTS HONDA DEALERS ASSOCIATION, A RHODE ISLAND NONPROFIT

CORPORATION (THE "COMPANY") IN ACCORDANCE WITH THE RHODE ISLAND NONPROFIT

COMPANY ACT, R.I. GENERAL LAWS § 7-6 ET SEQ. (INCLUDING, WITHOUT LIMITATION, §§ 7-6-51 AND 7-6-52 THEREOF) (THE "ACT"). ACCORDINGLY, THE COMPANY WILL CEASE THE ACTIVE CONDUCT OF ITS BUSINESS AND WIND UP ITS AFFAIRS, WILL PAY AND DISCHARGE ALL OF ITS LIABILITIES AND OBLIGATION OR

MAKE ADEQUATE PROVISION THEREFOR, AND WILL DISTRIBUTE ALL OF ITS ASSETS.

ALL AS MORE FULLY SPECIFIED BELOW.

THE ASSETS OF THE COMPANY SHALL BE APPLIED AND DISTRIBUTED AS FOLLOWS:

(1) ALL LIABILITIES AND OBLIGATIONS OF THE COMPANY SHALL BE PAID AND DISCHARGED, OR ADEQUATE PROVISION SHALL BE MADE THEREFOR TO THE REASONABLE EXTENT POSSIBLE FROM THE ASSETS OF THE COMPANY;

(2) IF ANY ASSETS HELD BY THE COMPANY UPON CONDITION REQUIRING RETURN,

TRANSFER, OR CONVEYANCE, WHICH CONDITION OCCURS BY REASON OF THE DISSOLUTION, SUCH ASSETS SHALL BE RETURNED, TRANSFERRED, OR CONVEYED IN

ACCORDANCE WITH SUCH REQUIREMENTS;

(3) IF ANY ASSETS RECEIVED AND HELD BY THE COMPANY ARE SUBJECT TO LIMITATIONS PERMITTING THEIR USE ONLY FOR CHARITABLE, RELIGIOUS, BENEVOLENT, EDUCATIONAL, OR SIMILAR PURPOSES, BUT NOT HELD UPON A CONDITION

REQUIRING RETURN, TRANSFER, OR CONVEYANCE BY REASON OF THE DISSOLUTION,

SUCH ASSETS SHALL BE TRANSFERRED OR CONVEYED TO ONE OR MORE DOMESTIC OR

FOREIGN COMPANIES, SOCIETIES, OR ORGANIZATIONS ENGAGED IN ACTIVITIES SUBSTANTIALLY SIMILAR TO THOSE OF THE DISSOLVING COMPANY, PURSUANT TO THIS

PLAN OR AS OTHERWISE PROVIDED IN THE COMPANY'S ARTICLES OF INCORPORATION

("ARTICLES") AND BY-LAWS, AS AMENDED ("BY-LAWS"); AND

(4) LASTLY, ALL REMAINING ASSETS SHALL BE DISTRIBUTED TO THE NEW ENGLAND HONDA DEALERS ADVERTISING ASSOCIATION, INC. AND IF SAID CORPORATION

REFUSES OR IS OTHERWISE UNABLE TO RECEIVE SUCH ASSETS THAT ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE COMPANY IS THEN LOCATED.

THE PRESIDENT, SECRETARY AND/ OR TREASURER, OR ANY VICE POSITION THEREOF,

OF THE COMPANY, ACTING SINGLY AND IN SUCH OFFICER'S REASONABLE DISCRETION,

ON BEHALF OF THE COMPANY, ARE HEREBY AUTHORIZED TO TAKE SUCH ACTION FROM

TIME TO TIME AS MAY BE NECESSARY OR INCIDENTAL TO CONSUMMATE THE TRANSACTION CONTEMPLATED BY THE FOREGOING IN COMPLIANCE WITH THE ACT,

INCLUDING WITHOUT LIMITATION (A) TO NEGOTIATE AND CONSUMMATE SALES OF ANY

AND ALL OF THE ASSETS OF THE COMPANY UPON SUCH TERMS AND CONDITIONS AS SUCH

OFFICER, IN SUCH OFFICER'S SOLE DISCRETION, SHALL DEEM BENEFICIAL TO THE

COMPANY, INCLUDING WITHOUT LIMITATION AMONG SUCH TERMS (I) THE ASSUMPTION

BY THE PURCHASE(S) OF ANY OR ALL LIABILITIES OF THE COMPANY AND (II) THE ACCEPTANCE BY THE COMPANY OF A NOTE(S) FROM THE PURCHASE(S),

SECURED OR

UNSECURED, FOR ALL OR A PORTION OF THE PURCHASE PRICE THEREFOR, (B) TO EFFECT ONE OR MORE DISTRIBUTIONS OF THE ASSETS OF THE COMPANY TO ITS

MEMBERS OR OTHERS, IN CASH OR IN KIND, IN COMPLETE LIQUIDATION OF THE COMPANY AND IN EXCHANGE FOR ALL OF ITS OUTSTANDING CAPITAL SHARES,

RETAINING SUCH ASSETS AS SUCH OFFICER, IN SUCH OFFICER'S SOLE DISCRETION,

DEEMS NECESSARY TO DISCHARGE THE LIABILITIES AND OBLIGATION OF THE COMPANY

AS SPECIFIED ABOVE, AND (C) UPON THE CONSUMMATION OF THE DISTRIBUTION OF

ASSETS OR THE ADEQUATE PROVISION THEREFOR AS PROVIDED ABOVE, TO FILE WITH

THE SECRETARY OF STATE OF RHODE ISLAND AND THE UNITED STATES INTERNAL

REVENUE SERVICE SUCH DOCUMENTS AS MAY BE REQUIRED TO EFFECT THE COMPANY'S

DISSOLUTION.

THE MEMBERS HEREBY ACKNOWLEDGE THAT, GIVEN THE PLAN, NO MEMBER

WILL

RECEIVE ANY PROCEEDS UPON THE LIQUIDATION AND DISSOLUTION OF THE COMPANY

EXCEPT AS OTHERWISE PROVIDED FOR ABOVE.

ARTICLE V

All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.

ARTICLE VI

There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgement, order or decree, which may be entered against it.

Signed this 13 Day of March, 2024 at 11:00:19 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Rhode Island and Southern Massachusetts Honda Dealers Association

Corporate Name

By SCOTT BIRTLES

President or Vice President (check one)

AND

By CAROL SACCUCCI

Secretary or Assistant Secretary (check one)

Form No. 203
Revised 09/07

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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:

March 13, 2024 10:58 AM

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

Gregg M. Amore
Secretary of State

