



State of Rhode Island
Department of State - Business Services Division

2024
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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

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
	FB Consulting LLC	LLC	GA
001772692	FB Consulting LLC	LLC	RI

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:

FB Consulting 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:

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:

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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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

FB Consulting LLC

Type or Print Name of Person Signing

Erin Fuse Brown

Title of Person Signing

Member

Signature



Date

5/6/2024

Type or Print Name of Person Signing

Roger Fuse Brown

Title of Person of Signing

Member

Signature



Date

5/6/2024

Type or Print Entity Name

FB Consulting LLC

Type or Print Name of Person Signing

Erin Fuse Brown

Title of Person Signing

Member

Signature



Date

5/6/2024

Type or Print Name of Person Signing

Roger Fuse Brown

Title of Person Signing

Member

Signature



Date

5/6/2024

**PLAN OF MERGER
of
FB CONSULTING LLC**

This Agreement and Plan of Merger (this "Agreement") is entered into as of May 8, 2024 by and between FB Consulting LLC, a Georgia Limited Liability Company entity number 16060379 (the "Georgia Company") and FB Consulting LLC, a Rhode Island Limited Liability Company entity number 001772692 (the "Rhode Island Company"), as authorized by Erin Fuse Brown and Roger Fuse Brown (collectively referred to as the "Members" or individually as "Member") of both the Georgia Company and the Rhode Island Company.

WHEREAS, in 2016 the Members formed FB Consulting LLC as a limited liability company under the Georgia Limited Liability Company Act;

WHEREAS, the Members desire to relocate the principal place of business of FB Consulting LLC from the state of Georgia to the state of Rhode Island;

WHEREAS, in 2024 the Members established FB Consulting LLC as a limited liability company under the Rhode Island Limited Liability Company Act;

WHEREAS, the Members desire to merge the Georgia Company with the Rhode Island Company, with the Rhode Island Company as the surviving Company, and terminate operations in Georgia; and

WHEREAS, the Members of the Georgia Company desire to transfer their membership interests in the Georgia Company to Rhode Island Company.

NOW, THEREFORE, for and in consideration of the mutual promises, obligations, and agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Members, the Members, intending to be and being legally bound, do hereby agree as follows:

1. *Plan of Merger.* In accordance with the Limited Liability Company Act of Rhode Island (the "LLCA"), as of the effective date of this Agreement, the Georgia Company shall be merged with and into the Rhode Island Company, and the separate existence of the Georgia Company shall thereupon cease. The Rhode Island Company shall be the surviving company in the merger.
2. *Effects of the Merger.* The merger shall have the effects set forth in the LLCA. Upon merger, all the properties, rights, privileges, powers, obligations, and duties of the Georgia Company shall vest in and be assumed by the Rhode Island Company. All membership units of the Georgia Company shall be converted into membership units of the Rhode Island Company.
3. *Continued Operations.* The Members shall continue to be the Members of the Rhode Island Company upon the merger. The Rhode Island Company shall continue to operate FB Consulting LLC under the same federal Employee Identification Number (EIN: 81-3443754) and according to the terms of the FB Consulting LLC Operating Agreement, as amended.

4. *Principal Office and Registered Agent.* The principal place of business and registered office of the Rhode Island Company shall be 153 Morris Avenue, Providence, Rhode Island, 02906. The Company may have such additional offices as the Members may designate from time to time. The Rhode Island Company's registered agent is Erin Fuse Brown. The registered agent and the principal office may be changed from time to time by designation of the Members.
5. *Members are Authorized Persons.* The Members of the Georgia Company and the Rhode Island Company are authorized to approve and execute the Agreement and Plan of Merger.
6. *Counterparts.* This Agreement may be executed in any number of counterparts, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be deemed to constitute one and the same agreement.

IN WITNESS WHEREOF, this Agreement and Plan of Merger of FB Consulting LLC has been executed as of the date first set forth here.

Member: 

Date: May 8, 2024

Erin C. Fuse Brown

Member, FB Consulting LLC

A Georgia Limited Liability Company

Entity No. 16060379

Member: 

Date: May 8, 2024

Roger A. Fuse Brown

Member, FB Consulting LLC

A Georgia Limited Liability Company

Entity No. 16060379

Member: 

Date: May 8, 2024

Erin C. Fuse Brown

Member, FB Consulting LLC

A Rhode Island Limited Liability Company

Entity No. 001772692

Member: 

Date: May 8, 2024

Roger A. Fuse Brown

Member, FB Consulting LLC

A Rhode Island Limited Liability Company

Entity No. 001772692

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FB Consulting LLC
a Domestic Limited Liability Company

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 27253407
Date Inc/Auth/Filed : 06/16/2016
Jurisdiction : Georgia
Print Date : 04/19/2024
Form Number : 211



Brad Raffensperger

Brad Raffensperger
Secretary of State