



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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FOR
SECRETARY OF STATE
USE ONLY

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
001068180	CAS America LLC	LLC	RI
000274578	KB SURFACES LLC	LLC	RI
001677519	Great American Recreational Equip	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:			
which is to be governed by the laws of the state of:			
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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ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE *under which entity is organized
000089038	ATLAS FABRICATION INC	CORP	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:

ATLAS FABRICATION INC

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

RI

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:

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Phone: (401) 222-3040

Website: www.sos.ri.gov

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FOR
SECRETARY OF STATE
USE ONLY

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

CAS America LLC

Type or Print Name of Person Signing

Kenneth J. Beck

Title of Person Signing

Member

Signature

Date

10/17/24

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

ATLAS FABRICATION, INC.

Type or Print Name of Person Signing

Kenneth J. Beck

Title of Person Signing

President

Signature

Date

10/17/24

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

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

KB Surfaces, LLC

Type or Print Name of Person Signing

Kenneth J. Beck

Title of Person Signing

Member

Signature

Date

10/17/24

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Great American Recreational Equipment, LLC

Type or Print Name of Person Signing

Kenneth J. Beck

Title of Person Signing

President

Signature

Date

10/17/24

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of this 17th day of October, 2024, by and between **ATLAS FABRICATION, INC.**, a Rhode Island corporation ("Atlas"), **CAS America LLC**, a Rhode Island limited liability company ("CAS"), **KB SURFACES, LLC**, a Rhode Island limited liability company ("KB") and **Great American Recreational Equipment, LLC**, a Rhode Island limited liability company ("GARE").

Recitals

WHEREAS, Atlas is a corporation organized pursuant to the laws of the State of Rhode Island, incorporated on April 10, 1996;

WHEREAS, CAS is a limited liability company organized pursuant to the laws of the State of Rhode Island, organized on February 23, 2015;

WHEREAS, KB is a limited liability company organized pursuant to the laws of the State of Rhode Island, organized on November 19, 2007;

WHEREAS, GARE is a limited liability company organized pursuant to the laws of the State of Rhode Island, organized on September 27, 2017;

WHEREAS, the members of CAS, KB and GARE deem it advisable, for the general welfare and advantage of said limited liability companies and of the members of said limited liability companies, that each of CAS, KB and GARE merge into Atlas, with Atlas being the survivor thereof (the "Surviving Entity");

WHEREAS, Rhode Island General Laws, Sections 7-1.2-1001 et al and 7-16-59 provides for the merger of two domestic corporations/limited liability companies on certain terms and conditions; and

NOW, THEREFORE, the parties hereto agree in accordance with Rhode Island law that CAS, KB and GARE shall be merged into a single corporation with Atlas being the Surviving Entity of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. **Existence of Surviving Company.** Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of Atlas shall continue unaffected and unimpaired by the within merger, and the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties and liabilities of each of CAS, KB and GARE shall be merged into Atlas, and Atlas shall be fully vested with each of the foregoing.

2. **By-Laws of Surviving Entity.** The by-laws of Atlas as it exists on the effective date of merger shall be and remain the by-laws of Surviving Entity until it shall be altered, amended or repealed.

3. **Officers of Surviving Entity.** The names of the officers of Surviving Entity, who shall serve until his successor is duly elected and qualified, are as follows:

President:	Kenneth J. Beck
Vice President:	Brian E. Beck
Secretary:	Kenneth J. Beck
Treasurer:	Brian E. Beck

4. **Manner of Converting Interests of each of CAS, KB and GARE into Interests of Surviving Entity.** The membership interests of each of CAS, KB and GARE shall, as of the effective date of merger, cease to exist and shall be converted into common stock of Surviving Entity on a one-to-one basis such that each of the shareholders of Atlas shall continue to own fifty (50%) percent of the common stock in Surviving Entity.

5. **Miscellaneous Provisions.**

5.1 Pursuant to Rhode Island General Laws, Sections 7-1.2-1002 and 7-16-21, this Agreement and the merger contemplated hereunder have been adopted by an affirmative vote of a majority of the members of each of CAS, KB and GARE and by an affirmative vote of a majority of the shareholders of Atlas entitled to vote thereon. Said members of each of CAS, KB and GARE and shareholders of Atlas have duly authorized execution of Articles of Merger by the manager/members of each limited liability company and president of the corporation and the filing of such Articles of Merger with the Rhode Island Secretary of State. Said members and officers of each of CAS, KB, GARE and Atlas have also duly authorized their respective manager/officers to take such further action and to expend such funds as may be reasonably necessary to effectuate the transactions contemplated by this Agreement.

5.2 Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger contemplated hereunder by action of the members of any one or more of CAS, KB or GARE or by the action of the shareholders of Atlas.

5.3 On the effective date of merger, Surviving Entity shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of each of CAS, KB and GARE, all of the foregoing as provided by Rhode Island General Laws, Sections 7-1.2-1005 and 7-16-63.

5.4 Surviving Entity hereby ratifies and confirms that its registered agent and registered office for service of process shall be as follows:

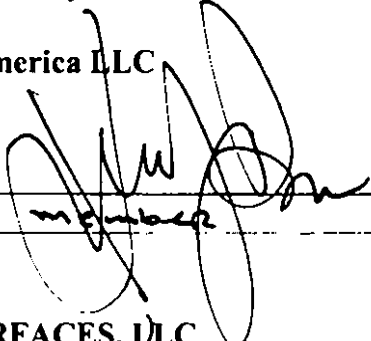
Wieck & DeLuca Incorporated
One Turks Head Place, Suite 1300
Providence, Rhode Island 02903

5.5 Surviving Entity shall pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the within merger.

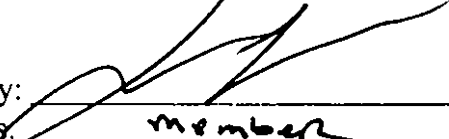
5.6 This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

IN WITNESS WHEREOF, this Agreement has been executed by the members of each of CAS, KB and GARE and the president of Atlas on the day and year first above written.

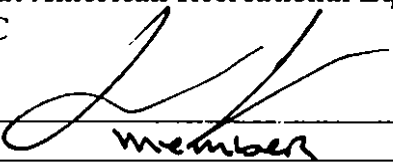
CAS America LLC

By: 
Its: member

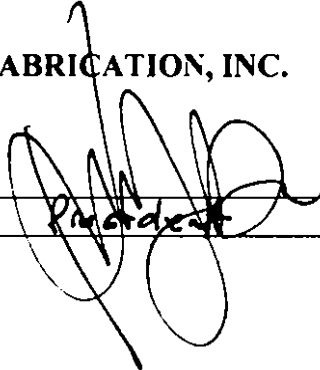
KB SURFACES, LLC

By: 
Its: member

**Great American Recreational Equipment,
LLC**

By: 
Its: member

ATLAS FABRICATION, INC.

By: 
Its: President



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:

October 18, 2024 03:51 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized.

Gregg M. Amore
Secretary of State

