



State of Rhode Island
Department of State - Business Services Division

REC'D RIDGERS BSD
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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 Z, 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 <small>*under which entity is organized</small>
000008416	Dreher Corporation	Corporation	RI
	New Dreher Corporation	Corporation	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:

New Dreher Corporation

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:

57 George Leven Drive, North Attleboro, MA 02760

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
<input checked="checked" type="checkbox"/> Date received (Upon filing)
<input type="checkbox"/> 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

Dreher Corporation

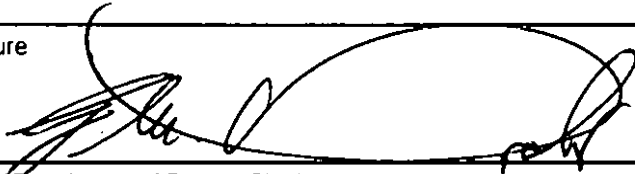
Type or Print Name of Person Signing

Gregor Dreher

Title of Person Signing

President

Signature



Date

12/6/24

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

New Dreher Corporation

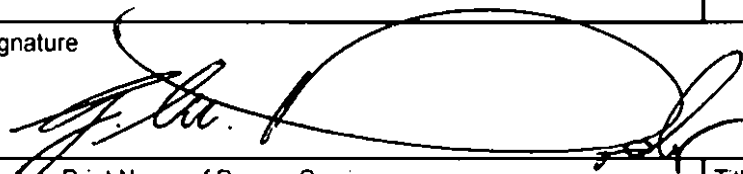
Type or Print Name of Person Signing

Gregor Dreher

Title of Person Signing

President

Signature



Date

12/6/24

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN OF MERGER
OF
DREHER CORPORATION
INTO
NEW DREHER CORPORATION
DATED: DECEMBER 6, 2024

PLAN OF MERGER
OF
DREHER CORPORATION
INTO
NEW DREHER CORPORATION

Under Section Chapter 156D, Section 11.06 of the Massachusetts General Laws and under Title 7 of the General Laws of Rhode Island

FIRST: The name of the constituent surviving corporation is New Dreher Corporation, a Massachusetts corporation organized on December 4, 2024 (the “**Dreher MA**”). The name of the constituent corporation that is to be merged is Dreher Corporation, a Rhode Island corporation formed on November 13, 1978 (the “**Dreher RI**”).

SECOND: Articles of Merger shall be filed with the Commonwealth of Massachusetts Secretary of State and an Application for Articles of Merger shall be filed with the Rhode Island Secretary of State, both to be effective as of the date of filing (the “**Effective Date**”).

THIRD: Upon the Effective Date, Dreher RI shall be merged with and into Dreher MA (the “**Merger**”). The common stock of Dreher RI outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any additional action on the part of Dreher MA or Dreher RI, be cancelled and all of the capital stock of Dreher MA outstanding prior to the Merger shall remain outstanding capital stock of Dreher MA following the Merger.

FOURTH: The identity, existence, rights, privileges, powers, franchises, properties, and assets of Dreher MA shall continue unaffected and unimpaired by the Merger and shall be vested in Dreher MA. The identity and separate existence of Dreher RI shall terminate, and all of its rights, privileges, powers, franchises, properties and assets shall be vested in Dreher MA.

FIFTH: Upon the Merger, the bylaws of Dreher MA shall become the bylaws of the surviving corporation and the directors and officers of Dreher MA in office upon the Effective Date shall remain the directors and officers of Dreher MA at the Effective Date, all of whom shall hold their positions and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws or by law.

Signatures appear on the following page

IN WITNESS WHEREOF, the undersigned have duly adopted this Plan of Merger on December 6, 2024.

NEW DREHER CORPORATION

By: 

Name: Gregor Dreher

Title: President

DREHER CORPORATION

By: 

Name: Gregor Dreher

Title: President