



State of Rhode Island  
Department of State - Business Services Division

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24 DEC 12 PM 11:43:10

**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 <small>*under which entity is organized</small>
001662012	Massachusetts Street 39, LLC	LLC	RI
001662014	Cruz & Topeka 24, 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:

Massachusetts Street 39, LLC

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:

n/a

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:

n/a

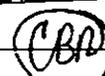
**MAIL TO:**

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

**FILED 11:43**

DEC 12 2024

BY 8T2TC



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]

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.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

Cruz & Topeka 24, LLC

Type or Print Name of Person Signing

Brianna M. Carlino

Title of Person Signing

Member

Signature



Date

12/4/24

Type or Print Name of Person Signing

Angelica R. Gardner

Title of Person of Signing

Member

Signature



Date

12/4/24

Type or Print Entity Name

Massachusetts Street 39, LLC

Type or Print Name of Person Signing

Brianna M. Carlino

Title of Person Signing

Member

Signature



Date

12/4/24

Type or Print Name of Person Signing

Angelica R. Gardner

Title of Person Signing

Member

Signature



Date

12/4/24

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER ( this "Agreement")** is entered into by and between **Massachusetts Street 39, LLC** , a Rhode Island limited liability company ("**Surviving, LLC**"), and **Cruz & Topeka 24, LLC**, a Rhode Island limited liability company (the **C&T 24**), as of this 4<sup>th</sup> day of December, 2024.

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

### **1. The Merger.**

1.1 Surviving Company. Upon time of the filing ( the "Effective Time") of Certificate of Merger with the Secretary of State of the State of Rhode Island:

(a) Cruz & Topeka 24, LLC shall be merged with and into the Surviving LLC in accordance with the laws of the State of Rhode Island,

(b) Massachusetts Street 39, LLC shall be the surviving company of the merger (hereinafter the **Surviving, LLC**),

(c) the identity, existence, rights, privileges, powers, franchise, properties, assets, contracts, insurance policies and claims of the Surviving LLC shall continue unaffected and unimpaired by the Merger and shall be vested in Massachusetts Street 39, LLC,

(d) the identity and separate existence of the Cruz & Topeka 24, LLC shall cease, and all of the rights, privileges, powers, franchises, properties, assets, contracts, insurance policies and claims of the Cruz & Topeka 24, LLC shall be vested in Massachusetts Street 39, LLC.

1.2 Operating Agreement, Members, Manager and Officers. From and after, the Effective Time until amended as provided by law, the Operating Agreement of Massachusetts Sstreet 39, LLC shall be the Operating Agreement of the Surviving LLC, and the manager(s) and any officers of Cruz & Topeka, 24, LLC in office immediately prior to the effective time shall become the manager(s) and officers of the Surviving LLC as of the Effective Time.

1.3 Membership Interest Conversion. At the Effective Time each

membership interest in the Cruz & Topeka 24, LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of C&T24 or the Surviving LLC, be canceled as set forth on Schedule A hereto; and all of the membership interest in Massachusetts Street 39, LLC shall remain outstanding membership interests in the Surviving LLC following the Merger.

**2. General**

2.1 Condition to the Merger. The Merger shall have been duly authorized by both Massachusetts Street, LLC and Cruz & Topeka 24, LLC prior to the filing of the Certificate of Merger with the Secretary of State of the State of Rhode Island effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the consent of either the governing body of Massachusetts Street 39, LLC or the governing body of Cruz & Topeka 24, LLC. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, managers or memers shall have any liability hereunder.

2.3 Counterparts. This Agreement may be in and any number counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement an Plan of Merger as of the date first written above.

MASSACHUSETTS STREET 39, LLC

By: 

Name: Brianna M. Carline

Title: Member 12/4/24

CRUZ & TOPEKA 24, LLC

By:  \_\_\_\_\_

Name: Brienna M. Carlino

Title: Member 12/4/24

SCHEDULE A

MEMBERSHIP INTEREST CONVERSION

MEMBER	INTEREST IN SUBSIDIARY	RESULTING INTEREST IN
	CRUZ & TOPEKA 24, LLC	PARENT Massachusetts
Angelica R. Gardner, Trustee of Mario G. Carliano Irrev. Trust	} 50%	50%
Brianna M. Carliano, Trustee of Mario G. Carliano Irrev. Trust		
Angelica R. Gardner, Trustee of Lori Ann Carliano Irrev. Trust 10/13/16		
Brianna M. Carliano, Trustee of Lori Ann Carliano Irrev. Trust 10/13/16	} 50%	50%

**CRUZ & TOPEKA 24, LLC**

**RESOLUTION**

We, the undersigned members, or assignees thereof, have met and authorize the following: Be it Resolved

1. Approval of the Merger of Massachusetts Street 39, LLC with Cruz & Topeka 24, LLC;
2. Approval of Agreement and Plan of Merger by and between Massachusetts Street 39, LLC and Cruz & Topeka 24, LLC and
3. Authorize Angelica R. Gardner as Trustee of the Mario G. Carlino Irrevocable Trust dated 10/13/16 and as Trustee of the Lori-Ann Carlino Irrevocable Trust dated 10/13/16 to sign, file and take action to effectuate the merger.

Member:



\_\_\_\_\_  
Angelica R. Gardner, Trustee of the  
Mario G.  
Carlino Irrevocable Trust dated  
10/13/16

MEMBER:



\_\_\_\_\_  
Angelica R. Gardner, Trustee of the Lori-  
Ann Carlino Irrevocable Trust dated  
10/13/16

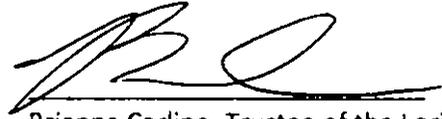
Member:



\_\_\_\_\_  
Brianna Carlino, Trustee of the  
Mario G. Carlino Irrevocable Trust  
dated 10/13/16

1 DATED: 12/4/24

MEMBER:

A handwritten signature in black ink, appearing to read 'Brianna Carlino', written over a horizontal line.

Brianna Carlino, Trustee of the Lori-Ann  
Carlino Irrevocable Trust dated  
10/13/16

DECEMBER ~~14~~, 2024

CRUZ&TOPEKA24, LLC

RATIFICATION

We, the undersigned members, or assignees thereof, have read these minutes and do hereby approve, ratify and confirm all business transactions as reported herein.

Member:



Angelica R. Carlino, Trustee of the  
Mario G.

Carlino Irrevocable Trust dated

10/13/16

MEMBER:



Angelica R. Carlino, Trustee of the Lori-  
Ann Carlino Irrevocable Trust dated

10/13/16

December ~~4~~ 2024

Cruz & Topeka 24, LLC  
MINUTES OF MEETING  
December 4, 2024

DATE OF MEETING: December 4, 2024 at 9:00 am

PLACE OF MEETING: 45 TRAYMORE STREET, CRANSTON, RI

PURPOSE OF MEETING: DISCUSS ANNUAL BUSINESS AND MERGER OF CRUZ & TOPEKA 24, LLC  
TO MASSACHUSETTS STREET 39, LLC

ALL IN FAVOR



BRIANNA CARLINO, AS Trustee of the Lori-Ann Carlino Irrevocable Trust dated 10/13/16 and  
as Trustee of the Mario G. Carlino Irrevocable Trust dated 10/13/16- MEMBER



ANGELICA GARDNER, AS Trustee of the Lori-Ann Carlino Irrevocable Trust dated 10/13/16 and  
as Trustee of the Mario G. Carlino Irrevocable Trust dated 10/13/16- MEMBER

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MEETING ADJOURNED 9:10 AM



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:

December 12, 2024 11:43 AM

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

Gregg M. Amore  
*Secretary of State*

