

**STATE OF RHODE ISLAND
DEPARTMENT OF STATE – BUSINESS SERVICES**

ARTICLES OF DISSOLUTION

Pursuant to the provisions of RIGL 7-1.2-1308 and 7-1.2-1309, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity Id. Number: **000014264**.
2. The name of the corporation is: **VAROR CORPORATION**.
3. The Dissolution was approved by the consent of all the shareholders on December 27, 2024 pursuant to RIGL 7-1.2-1302, a copy of the Dissolution Resolution of the shareholders is attached as Exhibit A.
4. That as of December 27, 2024, all debts, obligations and liabilities of the corporation had been paid and discharged.
5. That as of December 27, 2024, all remaining property and assets of the corporation had been distributed among its shareholders in accordance with their respective rights and interests. That as of December 27, 2024, there were no assets of the corporation remaining on the books of the corporation and the corporation was dissolved.
6. The corporation attempted to file Articles of Dissolution on December 30, 2024, however the incorrect form was used, and the filing was not successful. A copy of form, Revocation of Voluntary Dissolution, which was received by the Department of State on December 30, 2024 is attached hereto as Exhibit B. The attached document indicates that the form was received and returned by the Department of State on December 30, 2024.
7. There are no suits pending against the corporation in any court.
8. 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.
9. These Articles of Dissolution will be effective on the date of filing with the Rhode Island Department of State.
10. Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including the accompanying attachments, and that all statements contained herein are true and correct.

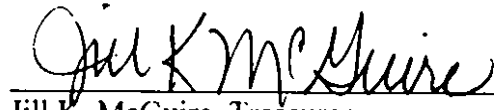
FILED

FEB 05 2025

BY ML KN3OR

11:23

VAROR CORPORATION



Jill K. McGuire, Treasurer

Authorized Officer

Date: 1/22/25

EXHIBIT A

CERTIFIED COPY OF RESOLUTIONS OF
VAROR CORPORATION

I hereby certify that the following resolutions were adopted by a unanimous vote of the shares of stock issued, outstanding and entitled to vote thereon at a Special Meeting of the Shareholders of Varor Corporation held on December 27, 2024.

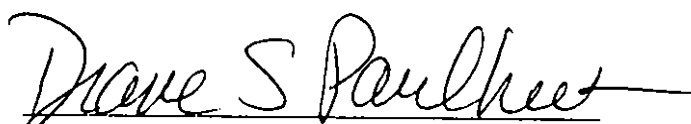
RESOLVED, That the Corporation hereby adopts a plan of complete liquidation pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, That in accordance with such plan of complete liquidation, the officers and corporate counsel are hereby authorized and directed to see that the following steps are taken:

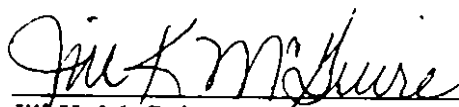
1. That within thirty (30) days after the date of the meeting at which the shareholders adopt the plan of liquidation, the Corporation shall cause to be filed Form 966 with the District Director of the Internal Revenue Service at Cincinnati, Ohio together with a copy of this resolution;
2. That as of December 27, 2024, the Corporation has collected all accounts receivable and settled all claims against or obligations of the Corporation;
3. That as of December 27, 2024, the Corporation, by its duly authorized officers, has distributed all assets of the Corporation to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, they have determined how the assets and liabilities were to be apportioned among the shareholders, and they distributed to each shareholder the full value that was due each shareholder on a pro rata basis. That after said distributions were made to all the shareholders, there were no assets of the corporation remaining on the books of the corporation as of December 27, 2024;
4. That the Corporation shall cause to be filed with the Secretary of State of the State of Rhode Island such documents as may be required to accomplish the dissolution of the Corporation pursuant to the Rhode Island Business Corporations Act;
5. That the Corporation shall cause to be filed all other forms and documents required by the State of Rhode Island and the Federal Government, including tax returns and filings, and
6. That the officers of the Corporation are empowered, authorized and directed to carry out the provisions of this Resolution and to take such acts as are appropriate to meet the expressed intent of the shareholders under the plan adopted.



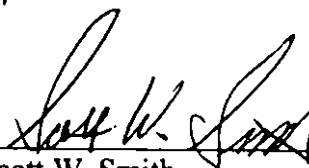
Christian F. Smith



Diane S. Paulhus



Jill K. McGuire



Scott W. Smith

EXHIBIT B



State of Rhode Island

Department of State - Business Services Division

148 West River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

**Return of Domestic Corporation Statement of
Revocation of Voluntary Dissolution**

ROBERT J. DONNELLY
VAROR CORPORATION
133 OLD TOWER HILL RD STE 1
WAKEFIELD, RI 02879

Date: 12/30/2024
Reviewed By :KS
Check Number: 1751/\$10.00

ID Number:

000014264

Entity Name:

VAROR CORPORATION

Thank you for presenting your form for filing; however, the following corrections are required in order to process your document:

- ☐ The entity must be up to date with the filing of its annual reports before the amendment can be accepted. Please complete and submit for filing the enclosed annual report for the year _____ along with the filing fee of \$ _____
- ☐ The corporation is not current with the maintenance of its registered agent and its registered office. Please complete the enclosed form and submit it for filing.
- ☐ The current name of the corporation must be listed in Section 1.
- ☐ The name(s) and addresses of the Corporation's officers must be listed in Section 2.
- ☐ The name(s) and addresses of the Corporation's directors must be listed in Section 3.
- ☐ A ☐ Copy of the Resolution or ☐ a Signed Written Consent of the Shareholders must be attached.
- ☐ The filing fee of \$10.00 was not included. Checks are to be made payable to "RI Department of State."
- ☒ Other:
submitted wrong from, please file enclosed and include \$50.00 payment



State of Rhode Island
Department of State - Business Services Division

EXHIBIT B CONTINUED

Page 2 of 3

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**Statement of Revocation of Voluntary Dissolution Proceedings by
Written Consent of Shareholders**

DOMESTIC Business Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-1.2-1304, the undersigned corporation submits the following statement of revocation of voluntary dissolution proceedings heretofore taken upon the written consent of all of its shareholders:

1. Entity ID Number: 000014264		2. The name of the corporation is: VAROR CORPORATION	
3. The names and respective addresses of its directors are:			
NAME		ADDRESS	
Christman F. Smith		15 Nye Street, Wakefield, RI 02879	
Scott W. Smith		335 South Pier Road, Apt 173, Narragansett, RI 02882	
Diane Susan Paulhus		88 North Castle Way, Charlestown, RI 02813	
Jill K. McGuire		118C Driver Lane, South Kingstown, RI 02879	
Check the box to indicate an attachment ☐			
4. The names and respective addresses of its principal officers are:			
OFFICE	NAME	ADDRESS	
PRESIDENT	Christman F. Smith	15 Nye Street, Wakefield, RI 02879	
VICE PRESIDENT	Scott W. Smith	335 South Pier Road, Apt 173, Narragansett, RI 028	
TREASURER	Diane Susan Paulhus	88 North Castle Way, Charlestown, RI 02813	
SECRETARY	Jill K. McGuire	118C Driver Lane, South Kingstown, RI 02879	
Check the box to indicate an attachment ☐			
5. The written consent has been signed by all shareholders entitled to vote thereon of the corporation or signed in their names by their authorized attorneys. A copy of the written consent MUST be attached to this document.			
6. As required by RIGL <u>7-1.2-1306</u> , the entity has paid all fees and taxes.			
7. This Statement of Revocation of Voluntary Dissolution Proceedings by Written Consent of Shareholders shall be effective upon filing.			

MAIL TO:

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

8. Under penalty of perjury, I declare and affirm that I have examined this Statement of Revocation of Voluntary Dissolution Proceedings by Written Consent of Shareholders, including any accompanying attachments, and that all statements contained herein are true and correct.

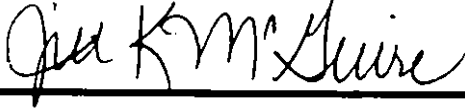
Type or Print Name of Authorized Officer of the Corporation

Jill K. McGuire, Treasurer

Date

12/23/24

Signature of Authorized Officer of the Corporation





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:

February 05, 2025 11:23 AM

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

Gregg M. Amore
Secretary of State

