



State of Rhode Island
Department of State - Business Services Division

Articles of Dissolution

DOMESTIC Business Corporation

→ Filing Fee: \$50.00

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2025 FEB 26 PM 3:03
STAMP

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: 000107880	2. The name of the corporation is: M.F. Smith Associates, Ltd.
3. The dissolution was approved by (CHECK ONE): ☒ consent of the shareholders pursuant to RIGL <u>7-1.2-1302</u> . OR ☐ an act of the corporation pursuant to RIGL <u>7-1.2-1303</u> .	
4. All debts, obligations and liabilities of the corporation have been paid and discharged, or have been subject to a completed bankruptcy proceeding under Title II of the U.S. Code.	5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgement, order, or decree which may be entered against it in any pending suit.	7. The corporation certifies that it has no outstanding tax obligations. As required by RIGL <u>7-1.2-1309</u> , the corporation has paid all fees and taxes. [Note: tax status can be verified by emailing tax.collections@tax.ri.gov .]
8. Date when these Articles of Dissolution will be effective: CHECK ONE BOX ONLY ☒ Date received (Upon filing) ☐ Later effective date (Date must be no more than 90 days from the date of filing) _____	
9. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print Name of Authorized Officer Michael Smith	Date 2/24/2025
Signature of Authorized Officer of the Corporation 	

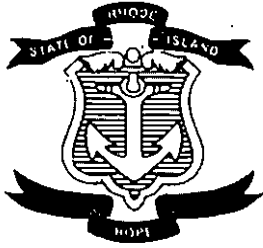
MAIL TO:

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

FILED STAMP

FEB 26 2025
BY MNA MJ 3:03
EG

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.



STATE OF RHODE ISLAND
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

M F SMITH ASSOCIATES LTD
ATTN: MICHAEL SMITH
530 WEST REACH DRIVE
JAMESTOWN, RI 02835-1148

LETTER OF GOOD STANDING

It appears from our records that **M.F. Smith Associates, Ltd.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **M.F. Smith Associates, Ltd.** is in good standing with the Rhode Island Division of Taxation as of **02/07/2025**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

DISSOLUTION

This letter of good standing is valid only for the specific reason listed above and is not valid for any other reason(s).

Very truly yours,

NEIL CAOQUETTE
Supervising Revenue Officer

Neena Savage
Tax Administrator

050506849:22587878
DLN: 10018910146

**Consent of Shareholders
Regarding Dissolution of Corporation**

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

2025 FEB 26 PM 3: 03

As of the 31st day of December, 2024, the undersigned, being the shareholders of M.F. Smith Associates, Ltd., a Rhode Island corporation (the "Corporation"), in accordance with the applicable provisions of the Rhode Island Business Corporation Act and the Articles of Incorporation and Bylaws of the Corporation, does hereby consent to the following actions being taken for and on behalf of the Corporation in lieu of a special meeting:

RESOLVED: That the Corporation enter into and file with the Secretary of State of Rhode Island Articles of Dissolution of the Corporation pursuant to and in accordance with R.I. Gen. Laws 7-1.2-1302, 7-1.2-1308, 7-1.2-1309, and pursuant to and in accordance with all other applicable laws, including Internal Revenue Service requirements and State of Rhode Island Division of Taxation requirements, and that such dissolution shall result in the Corporation being dissolved on or before December 31, 2024, and that such dissolution of the Corporation to be conducted in accordance with all applicable laws, rules, and regulations.

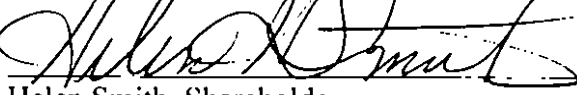
RESOLVED: Michael Smith, the President of the Corporation shall be authorized to negotiate, execute and deliver any and all documents necessary and/or appropriate to file for, effectuate, obtain and deliver such dissolution of the Corporation.

RESOLVED: That all actions of the officers of the Corporation taken for and on behalf of the Corporation in negotiating, executing, entering into and delivering the aforesaid documents necessary to dissolve the Corporation (i) taken in good faith, (ii) reasonably believed by such officer to be in the best interest of the Corporation, and (iii) within the intended scope of such officer's authority as set forth in the corporation's Bylaws or any resolutions of the Corporation presently in effect be, and they hereby are, ratified, confirmed and approved in all respect by the sole shareholder.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the day and year first above written.



Michael Smith, President and Shareholder

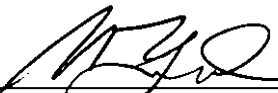


Helen Smith, Shareholder

**Plan of Liquidation
For
M.F. Smith Associates, Ltd.**

The undersigned being the President of M.F. Smith Associates, Ltd. hereby adopt the following Plan of Liquidation for the dissolution of the corporation known as M.F. Smith Associates, Ltd.

1. M.F. Smith Associates, Ltd. shall sell all of its assets including goodwill for the amount of \$120,000.00.
2. M.F. Smith Associates, Ltd. shall enter into an installment payment agreement for the above-mentioned asset sale.
3. After the consummation of the asset sale, M.F. Smith Associates, Ltd. shall assign the installment agreement and payments to Michael F. Smith.
4. M.F. Smith Associates, Ltd. shall pay all taxes and dissolve on or before December 31, 2024.



Michael F. Smith, President