



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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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
1760286	New Path Group LLC	LLC	RI
1782852	Fine Lines Marking 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:

New Path Group 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

FILED

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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

New Path Group LLC

Type or Print Name of Person Signing

Mark F. Meagher

Title of Person Signing

CEO/Owner

Signature



Date

23 Dec 2024

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Fine Lines Marking LLC

Type or Print Name of Person Signing

Brianna C. Shockley

Title of Person Signing

COO/Owner

Signature



Date

23 Dec 2024

Type or Print Name of Person Signing

Mark F. Meagher

Title of Person Signing

CEO/Owner

Signature



Date

23 Dec 2024



Merger Agreement

THIS MERGER AGREEMENT ("Agreement") is made on December 23, 2024 by and between Fine Lines Marking LLC, 1117 Douglas Ave. Unit 302, North Providence, Rhode Island 02904, (the "Fine Lines"), and New Path Group LLC of 1117 Douglas Ave. Unit 302, North Providence, Rhode Island 02904, (the "New Path Group").

On completion of the merger, Fine Lines Marking will be dissolved and operate as a DBA under the surviving business, New Path Group LLC, after the merger is complete. The surviving business, New Path Group LLC, will be registered in the state of Rhode Island as a LLC.

RECITALS

Fine Lines Dissolving Entity: Fine Lines is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Rhode Island.

New Path Group Surviving Entity: New Path Group is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Rhode Island.

New Path Group LLC Final Entity: New Path Group LLC is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement.

MERGER

Surviving Business Entity: Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, Fine Lines Marking shall be merged with and into surviving entity under the laws of the state of Rhode Island. As a result of the Merger, the separate corporate existence of Fine Lines Marking shall cease and the entity shall continue as a DBA under New Path Group LLC.

Certificate of Merger: New Path Group shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Rhode Island. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which Fine Lines holds real property.

Effective Date of Merger:

The merger shall be effective on the date of filing of the certificate of merger.

TERMS AND CONDITIONS

Negative Covenants: Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Except in the ordinary course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances: If at any time New Path Group considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in New Path Group the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of Fine Lines, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in New Path Group, and otherwise carry out the provisions of this Agreement.

VALUATION OF ASSETS

Assets of Fine Lines

The partners or managers of Fine Lines agree that:

The present value of its tangible and intangible assets, including goodwill is \$0.00;

The fair market value of its unrealized receivables is \$0.00;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$0.00.

Assets of New Path Group

The partners or managers of New Path Group agree that:

The present value of its tangible and intangible assets, including goodwill, is \$20,000.00;

The fair market value of its unrealized receivables is \$20,000.00;

The fair market value of its inventory is \$20,000.00; and

The estimated amount of its liabilities is \$15,000.00.

Conversion

(a) At the effective date of the merger, each interest in Fine Lines will be converted into 0 interest[s] of New Path Group LLC.

(b) No fractional interests of New Path Group LLC after merger will be issued to the holders of interests of Fine Lines. However, holders who would otherwise be entitled to receive a fraction of an interest of New Path Group LLC on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of Fine Lines as of the effective date of the merger.

(c) Each interest of New Path Group will be converted into 0 interest[s] of the new surviving entity (New Path Group LLC) after merger.

(d) No fractional interests of New Path Group before merger will be issued to the holders of interests of the surviving entity after merger. However, holders who would otherwise be entitled to receive a fraction of an interest of New Path Group on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of New Path Group as of the effective date of the merger.

Exchange: If any interest of Fine Lines being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of Fine Lines have been converted.

MANAGEMENT OF SURVIVING ENTITY

Management and Control: The partners or managers of surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity. Here is the managers/owners percentage of ownership.

Mark Meagher: 100% of New Path Group LLC and 51% of Fine Lines Marking
Brianna Shockley: 49% of Fine Line Marking

Directors and Officers: The initial Board of Directors of the Surviving Entity will consist of 1 Directors. Fine Lines Marking will have 2 Directors, as a DBA under New Path Group LLC.

INTERPRETATION AND ENFORCEMENT

Notices: Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

Counterpart Executions: This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity: If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect

Applicable Law: The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Rhode Island.

Approvals: The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

This Merger Agreement shall be signed by Mark Meagher, CEO/Owner and Brianna Shockley, COO/Owner on behalf of Fine Lines Marking LLC and by Mark Meagher, CEO/Owner on behalf of New Path Group LLC.

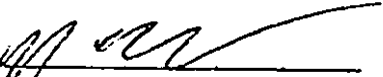
Approvals: The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

This Merger Agreement shall be signed by Bree Shockley, COO/Owner, on behalf of Fine Lines Marking LLC and by Mark Meagher, CEO/Owner on behalf of New Path Group LLC & Fine Lines Marking LLC.

AGREED AND ACCEPTED

PARENT:

New Path Group LLC

By: 

Name: Mark F. Meagher, CEO/Owner

Date: 23 December 2023

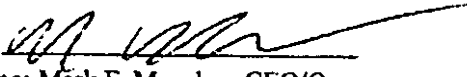
SUBSIDIARY:

Fine Lines Marking LLC

By: 

Name: Brianna C. Shockley, COO/Owner

Date: 23 December 2023

By: 

Name: Mark F. Meagher, CEO/Owner

Date: 23 December 2023



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:

March 11, 2025 02:24 PM

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

Gregg M. Amore
Secretary of State

