



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

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
001338160	740 Oak Hill Road Operations LLC	LLC	RI
	GHC TX Operations LLC	LLC	TX

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:

GHC TX Operations LLC

which is to be governed by the laws of the state of:

TX

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:

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

MAY 28 2025

BY PTBCK
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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

GHC TX Operations LLC

Type or Print Name of Person Signing

Michael Berg

Title of Person Signing

Manager

Signature



Date

May 23, 2025

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

740 Oak Hill Road Operations LLC

Type or Print Name of Person Signing

Michael Berg

Title of Person Signing

Manager

Signature



Date

May 23, 2025

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

PLAN OF MERGER

of

**740 OAK HILL ROAD OPERATIONS LLC,
a Rhode Island limited liability company**

with and into

**GHC TX OPERATIONS LLC,
a Texas limited liability company**

ARTICLE I

NAME OF MERGING COMPANY AND SURVIVOR

The limited liability company to be merged is 740 Oak Hill Road Operations LLC, a Rhode Island limited liability company ("Merging LLC"), and GHC TX Operations LLC, a Texas limited liability company (the "Surviving LLC").

ARTICLE II

JURISDICTIONS OF ORGANIZATION

The Merging LLC is a Rhode Island limited liability company. The Surviving LLC is a Texas limited liability company.

ARTICLE III

THE MERGER

At the Effective Time (as defined below), the Merging LLC shall merge with and into the Surviving LLC (the "Merger"). Upon consummation of the Merger, the separate existence of the Merging LLC shall thereupon cease and the Surviving LLC shall continue as the surviving entity. The separate existence and limited liability of the Surviving LLC with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger.

ARTICLE IV

EFFECT OF MERGER ON MEMBERSHIP INTERESTS

At the Effective Time, by virtue of the Merger and without any action on the part of the members, the membership interests of the Merging LLC shall automatically be cancelled and cease to exist. At the Effective Time, the membership interests of the Surviving LLC shall remain outstanding. Because the ultimate owner of the Merging LLC is the same as that of the Surviving LLC, no new membership interests in the Surviving LLC are deemed necessary and, thus, no such membership interests shall be issued.

ARTICLE VI
CERTIFICATE OF FORMATION

The Certificate of Formation of the Surviving LLC in effect at the Effective Time shall continue to be the Certificate of Formation of the Surviving LLC after the Effective Time.

ARTICLE VII
EFFECTIVE TIME

The Merger shall become effective on May [23], 2025 (the “Effective Time”).

[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the Effective Date.

MERGING LLC:

740 OAK HILL ROAD OPERATIONS LLC,
a Rhode Island limited liability company

By: Michael Berg
Name: Michael Berg
Title: Secretary

SURVIVING LLC:

GHC TX OPERATIONS LLC,
a Texas limited liability company

By: Michael Berg
Name: Michael Berg
Title: Secretary