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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED SEP 30 AM 10:42

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is THE GOVERNOR DYER COOPERATIVE MARKET, INC.

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

- The resolution to dissolve the corporation was adopted at a meeting of members held on 9/30/09, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The resolution to dissolve the corporation was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

SEE ATTACHED

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- 5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
- 6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9-28-10

GOVERNOR DYEFC 10-OPERATIVE
MARLEY Print Corporate Name INC.

By Michael Dye

President or Vice President (check one)

AND
By Michael Dye

Secretary or Assistant Secretary (check one)

**PLAN OF LIQUIDATION AND DISSOLUTION OF
THE GOVERNOR DYER CO-OPERATIVE MARKET, INC.**

This Plan of Dissolution (the "Plan") is intended to accomplish the dissolution and winding up of The Governor Dyer Co-Operative Market, Inc., a Rhode Island cooperative association ("GDCM"), in accordance with the Rhode Island Business Corporation Act, as follows:

1. The Board of Directors of GDCM (the "Board of Directors") has adopted this Plan and called a special meeting (the "Meeting") of the voting shareholders of GDCM to approve dissolution of GDCM pursuant to this Plan. If the voting shareholders vote in favor of the approval of this Plan at the Meeting, the Plan shall constitute the adopted Plan of GDCM as of the date of the Meeting, or such later date on which the voting shareholders may approve the dissolution of GDCM pursuant to the Plan if the Meeting is adjourned to a later date (the "Adopted Date").

2. The voting shareholders of GDCM have previously approved by a greater than two-thirds majority to sell its real property located at 35 Hemlock Street in Providence, Rhode Island to the Narragansett Bay Commission at a price of no less than \$3,300,000.00 and is currently negotiating a purchase and sale agreement (the "Agreement") with Narragansett Bay Commission.

3. From and after the Adoption Date, contingent upon the execution of the Agreement and the consummation of the transactions contemplated by the Agreement, and subject to the discretionary right of the Board of Directors to abandon or delay implementation of this Plan as described in Section 2 above, GDCM shall complete the following corporation actions:

(a) GDCM shall transfer substantially all of its real property to Narragansett Bay Commission pursuant to the Agreement;

(b) GDCM shall pay or, as determined by the Board of Directors, make reasonable provision to pay, all claims, liabilities and obligations of GDCM, including all taxes, unascertained, contingent, conditional or unmatured claims known to GDCM and all claims which are known to GDCM but for which the identity of the claimant is unknown;

(c) Subject to the approval of any such distributions by the Board of Directors, GDCM shall distribute prorata to its shareholders available cash, including the cash proceeds from the sale of its real estate to Narragansett Bay Commission, except such cash, property or assets as are required for paying or making reasonable provision for the liabilities and obligations of GDCM. Such distribution may occur all at once or in a series of distributions and shall be in cash or assets, in such amounts, and at such time or times, as the Board of Directors, in their absolute discretion, may determine. If and to the extent

deemed necessary, appropriate or desirable by the Board of Directors, in their absolute discretion, GDCM may establish and set aside a reasonable amount of cash and/or property (the "Contingency Reserve") to satisfy claims against and unmatured or contingent liabilities and obligations of GDCM, including, without limitation, tax obligations, and all expenses of the sale of GDCM's property and assets, of the collection and defense of GDCM's property and assets, and the liquidation and dissolution provided for in this Plan.

4. Any distribution to the shareholders of GDCM pursuant to Section 3 hereof shall be in complete redemption and cancellation of all of the issued and outstanding common stock of GDCM (the "Common Stock"). As a condition to receipt of any distribution to GDCM's shareholders, the Board of Directors, in their absolute discretion, may require the shareholders to (i) surrender their certificates evidencing the Common Stock to GDCM or its agents for recording of such distributions thereon or (ii) furnish GDCM with evidence satisfactory to the Board of Directors of the loss, theft or destruction of their certificates evidencing the Common Stock, together with any surety bond or other security or indemnity as may be required by and satisfactory to the Board of Directors. As a condition to receipt of any final distribution to GDCM's shareholders, the Board of Directors, in their absolute discretion, may require the shareholders to (i) surrender their certificate evidencing the Common Stock to GDCM or its agent for cancellation (ii) furnish GDCM with such security or indemnity. GDCM will finally close its stock transfer books and discontinue recording transfers of Common Stock on the earliest to occur of (i) at the close of business on the record day fixed by the Board of Directors for the final liquidating distribution, (ii) at the close of business on the date on which the remaining assets of GDCM are transferred or (iii) such other date on which the Board of Directors, in accordance with applicable law, determines and close such stock transfer books, and thereafter certificates representing Common Stock will not be assignable or transferable on the books of GDCM except by will, intestate succession, or operation of law.

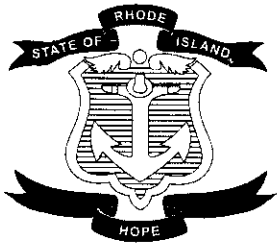
5. If any distribution to a shareholder cannot be made, whether because the shareholder cannot be located, has not surrendered his or her certificates evidencing the Common Stock as required hereunder or for any other reason, the distribution to which such shareholder is entitled shall be transferred, at such time as the final liquidating distribution is made by GDCM, to the official of such state or other jurisdiction authorized by applicable law to receive the proceeds of such distribution. The proceeds of such distribution shall thereafter be held solely for the benefit of and for ultimate distribution to such shareholder as the sole equitable owner thereof and shall be treated as abandoned property and escheat to the applicable state or other jurisdiction in accordance with applicable law. In no event shall the proceeds of any such distribution revert to or become the property of GDCM.

6. After the Adoption Day, but subject to Section 2 above, the offices of GDCM shall, at such time as the Board of Directors, in its absolute discretion, deems necessary, appropriate or desirable, obtain any certificates required from the Rhode Island Division of Taxation and, upon obtaining such certificates, GDCM shall file with

the Secretary of State of the State of Rhode Island a certificate of dissolution in accordance with the Rhode Island law. After the filing of the certificate of dissolution, GDCM shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind-up its business affairs and distribute its assets in accordance with this Plan.

7. Approval of the dissolution of GDCM pursuant to this Plan by the voting shareholders shall constitute the approval of the voting shareholders of the sale, exchange or other disposition and liquidation of all of the property and assets of GDCM, whether such sale, exchange or other disposition occurs in one transaction or a series of transactions, and shall constitute ratification of all contracts for sale, exchange or other disposition which are conditioned on approval of this Plan.

8. The Board of Directors of GDCM is hereby authorized, without further action by GDCM 's shareholders, to do and perform or cause the officers of GDCM, subject to the approval of the Board of Directors, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the absolute discretion of the Board of Directors, to implement this Plan and the transactions contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.



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

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 STATE
 DEPARTMENT OF TAXATION
 DIVISION

RALPH M CIUNCI CPA
 681 ATWOOD AVE
 CRANSTON, RI 02920

LETTER OF GOOD STANDING

It appears from our records that **GOVERNOR DYER CO-OPERATIVE** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **8/6/2010** regarding any liability under the Rhode Island Business Corporation Tax Law.

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

DISSOLUTION

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 STATE
 DEPARTMENT OF TAXATION
 DIVISION

Very truly yours,
David M. Sullivan

David M. Sullivan
 Tax Administrator

Steven A. Cobb

Steven A. Cobb
 Chief Revenue Agent
 Office Audit and Discovery

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