

Filing Fee: See Instructions

ID Number: 105578



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2015 DEC -2 PM 3:01

ARTICLES OF MERGER OR CONSOLIDATION INTO

Handell Family Limited Partnership

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Row 1: Handell Family Limited Partnership, Limited Partnership, Rhode Island. Row 2: Handell Family Limited Partnership, Limited Partnership, New Hampshire.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Handell Family Limited Partnership which is to be governed by the laws of the state of New Hampshire

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. (Attach Plan of Merger or Consolidation)

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: 3407 South Ocean Boulevard, Apt 9B, Highland Beach, FL 33487

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

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 Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
DEC 02 2015
By [Signature]
A.A. 3:01 p.m.

b. 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) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

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: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

3407 South Ocean Boulevard, Apt 9B, Highland Beach, FL 33487

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: 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.

Handell Family Limited Partnership

Print Entity Name

By: Morin G. Handell **General Partner**
Name of person signing Title of person signing

By: Cynthia R. Handell **General Partner**
Name of person signing Title of person signing

Handell Family Limited Partnership

Print Entity Name

By: Morin G. Handell **General Partner**
Name of person signing Title of person signing

By: Cynthia R. Handell **General Partner**
Name of person signing Title of person signing

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 18th day of November, 2015, by and between **Handell Family Limited Partnership**, a New Hampshire limited partnership (the "Surviving Company"), and **Handell Family Limited Partnership**, a Rhode Island limited partnership (the "Merged Limited Partnership").

W I T N E S S E T H:

WHEREAS, the Merged Limited Partnership is a limited partnership organized and existing under the laws of the State of Rhode Island, and the Surviving Company is a limited partnership organized and existing under the laws of the State of New Hampshire; and

WHEREAS, the Surviving Company desires for the Merged Limited Partnership to merge into the Surviving Company; and

WHEREAS, the Merged Limited Partnership is owned by the following partners in the following proportions:

Morin A. Handell	1% General Partner Interest
Estelle R. Handell	1% General Partner Interest
Handell Family Trust u/t/d 11/13/98	98% Limited Partner Interest

WHEREAS, the Surviving Company is owned by the following members in the following proportions:

Morin A. Handell	1% General Partner Interest
Estelle R. Handell	1% General Partner Interest
Handell Family Trust w/t/d 11/13/98	98% Limited Partner Interest

WHEREAS, the respective owners of the Merged Limited Partnership and the Surviving Company have deemed it advisable that the Merged Limited Partnership be merged into the Surviving Company upon the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the Rhode Island General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Limited Partnership shall be merged into the Surviving Company. The Surviving Company shall be the surviving entity and the terms and conditions of such merger shall be as hereinafter set forth.

1. **EFFECTIVE DATE.** The merger shall become effective on the date of filing of the Articles of Merger (the "Effective Date").

2. **MERGER.** As of the Effective Date, the separate existence of the Merged Limited Partnership shall cease, and the Surviving Company shall continue to exist by virtue of and be

governed by the laws of the State of New Hampshire and shall be known by its present name. After the Effective Date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Limited Partnership; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Limited Partnership shall be taken and deemed to be transferred to and vested in such single Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in any such Corporation shall not revert or be in any way impaired by reason of such merger. The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Limited Partnership; and any claims existing or actions or proceeding pending by or against the Merged Limited Partnership may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of the Merged Limited Partnership shall be impaired by such merger.

3. **LIMITED PARTNERSHIP AGREEMENT.** The limited partnership agreement of the Surviving Company, as of the Effective Date, shall continue to be the limited partnership agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

4. **OFFICERS.** The officers of the Surviving Company immediately prior to the merger shall continue to be the officers of the Surviving Company.

5. **LIMITED PARTNERSHIP CERTIFICATES.** Because the percentage ownership of each partner of the Merged Limited Partnership is identical to the ownership of each member of the Surviving Company, no membership interest in the Surviving Company shall be issued as a result of this merger. The act of issuing new or additional evidences of ownership in the Surviving Company would be meaningless since the ownership of the Surviving Company before and after the merger will be identical.

6. **FURTHER ACTS OR DOINGS.** If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of the Merged Limited Partnership acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the general partner of the Merged Limited Partnership and the proper officers of the Surviving Company are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Limited Partnership or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan of Merger.

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

Handell Family Limited Partnership
Surviving Company

Donald Westbrook

By: Morin A. Handell
Morin A. Handell, General Partner

Donald Westbrook

By: Estelle R. Handell
Estelle R. Handell, General Partner

Handell Family Limited Partnership
Merged Limited Partnership

Donald Westbrook

By: Morin A. Handell
Morin A. Handell, General Partner

Donald Westbrook

By: Estelle R. Handell
Estelle R. Handell, General Partner



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

I. D. # 105578

LINDA MARCELLO
SALTER AND MCGOWAN SYLVIA AND LEONARD
321 S MAIN ST SUITE 301
PROVIDENCE, RI 02903

LETTER OF GOOD STANDING

It appears from our records that **HANDELL FAMILY LIMITED PARTNERSHIP** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **HANDELL FAMILY LIMITED PARTNERSHIP** is in good standing with the Rhode Island Division of Taxation as of **10/23/2015**. 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:

MERGER OF CORPORATIONS RI NON-SURVIVOR

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,

David M. Sullivan
Tax Administrator

Marc R. Levasseur, Supervising Revenue Officer

Compliance and Collections

64584565:10742066
DLN: 0394042001

2015 DEC -2 PM 3:01

PROCESSED
STATE OF RHODE ISLAND
DIVISION OF TAXATION



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

