

Filing Fee: See Instructions

ID Number: 109098



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

ARTICLES OF MERGER OR CONSOLIDATION INTO

Toll RI GP Corp.

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

2016 NOV - 1 PM 4:41
RI DEPT OF STATE

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. Rows include Toll Vanderbilt I LLC and Toll RI GP Corp.

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 Toll RI GP Corp. which is to be governed by the laws of the state of Rhode Island

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:

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.

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BY [Signature] 287588

- 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.

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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.

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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:

- 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.

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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.

Toll Vanderbilt I LLC



Print Entity Name

Kenneth J. Greenspan, Authorized Representative

By:

Name of person signing

Title of person signing

By:

Name of person signing

Title of person signing

Toll RI GP Corp.



Print Entity Name

Kenneth J. Greenspan, Vice President

By:

Name of person signing

Title of person signing

By:

Name of person signing

Title of person signing

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is dated as of the 31st day of October, 2016 by and between Toll RI GP Corp., a Rhode Island corporation (the "Survivor"), and Toll Vanderbilt I LLC, a Rhode Island limited liability company (the "Merging Company"). The Survivor and the Merging Company are sometimes collectively referred to herein as the "Constituent Entities".

Background of Agreement

The Survivor is a Rhode Island corporation organized under the laws of the State of Rhode Island by its Certificate of Incorporation, which was filed on November 2, 1999.

Toll Vanderbilt I LLC is a Rhode Island limited liability company organized under the laws of the State of Rhode Island by its Articles of Organization, which were filed on April 6, 2005.

The shareholder and member of each of the Constituent Entities have resolved that a merger of the Merging Company into the Survivor in the manner and upon the terms and conditions hereinafter set forth is in the best interests of each of the parties hereto.

NOW THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Survivor and the Merging Company shall be merged into a single corporation in accordance with the applicable provisions of the Rhode Island Business Corporation Act and the Rhode Island Limited Liability Company Act by the Merging Company merging into the Survivor. The separate existence of the Merging Company shall cease upon the "Effective Date" (as hereinafter defined) of the merger, and the Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits and franchises, both of a public and private nature, all of the property (real, personal, and fixed), all debts due on any account, and all stock subscriptions and other choses in action belonging to or inuring to the Merging Company. Each and every asset of the Merging Company as of the Effective Date shall be vested, or continue to be vested, in the Survivor without further act or deed. The title to any property (real, personal or fixed) vested in the Merging Company, whether by deed or otherwise, shall not revert or be in any way impaired by reason hereof. All of the rights of creditors and all liens upon the respective properties of the Merging Company shall be preserved unimpaired and the Merging Company shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions and duties of the Merging Company shall attach to the Survivor and be enforced against it to the same extent as if they had been incurred or contracted by it.

2. CERTIFICATE OF INCORPORATION, BYLAWS AND SHAREHOLDERS

2.1 The Certificate of Incorporation and the Bylaws of the Survivor shall continue in full force and effect unless and until subsequently amended.

2.2 The sole shareholder of the Survivor on the Effective Date of the merger shall continue as the shareholder of the Survivor.

3. MERGER PROCEDURE

3.1 Approval of Plan and Agreement of Merger. The Plan and Agreement of Merger shall be submitted to the sole shareholder and sole member of the Constituent Entities for their approval.

3.2 Filing. Forthwith upon the approval by the sole shareholder and the sole member of the Constituent Entities to the merger as provided in Section 3.1 hereof, if the Plan and Agreement of Merger has not then been terminated pursuant to Section 5 hereof, there shall be filed Articles of Merger with the State of Rhode Island Office of the Secretary of State, Division of Business Services executed by an officer of the Survivor and an authorized representative of the Merging Company.

3.3 Effective Date. The merger provided herein shall become effective upon filing. (herein called the "Effective Date").

4. ADDITIONAL DOCUMENTS

The Merging Company hereby agrees, from time to time and at any time, before or after the Effective Date, as and when requested by the Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds, instruments and other documents, and to take or cause to be taken all such further acts, as the Survivor may deem necessary or desirable to vest in and to confirm to the Survivor title to and possession of any property of the Merging Company acquired or to be acquired or adopted by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

5. TERMINATION

This Plan and Agreement of Merger and the merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the sole shareholder and sole member of the Constituent Entities.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed as of the day and year first written above.

SURVIVOR:

TOLL RI GP CORP.

By:



Kenneth J. Greenspan
Vice President

MERGING COMPANY:

TOLL VANDERBILT I LLC

By:



Kenneth J. Greenspan
Vice President

CT CORPORATION SYSTEM
 BUSINESS FILINGS INTERNATIONAL, INC.
 NATIONAL REGISTERED AGENTS, INC.
 CORPDIRECT INC.

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Today's Date: 11/1/16

Entity Name: TOLL RE GP CORP.

Documents:

Certificate of Authority	Articles of Incorporation
Amended Certificate of Authority	Withdrawal Certificate
Registration of LLC	LLC Organization
Name Reservation	Fictitious Name
Annual Report	LLC Amendment
Transfer of Authority	Conversion

Other: Articles of Merger

Good Standing Attached:	Yes	<u>Not Needed</u>
Issue Good Standing:	Yes	See Attached Form
Issue Certified Copy:	Yes	See Attached Form

Check # 5754

Check Amount: \$100.00



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

