

Filing Fee: See Instructions

ID Number: 000535722



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

2017 JAN 25 AM 10:49
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STATE

ARTICLES OF MERGER OR CONSOLIDATION INTO
JENNIFER GUERTIN CONSULTANT, LLC

(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: JENNIFER GUERTIN CONSULTANT, LLC, SINGLE MEMBER LLC, RHODE ISLAND

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 JENNIFER GUERTIN CONSULTANT, LLC which is to be governed by the laws of the state of FLORIDA

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 JANUARY 1, 2017 Upon 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 Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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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:  
\_\_\_\_\_
- 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.

JENNIFER GUERTIN CONSULTANT, LLC  
Print Entity Name

By: Jennifer Guertin JENNIFER GUERTIN, OWNER  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

\_\_\_\_\_  
Print Entity Name

By: \_\_\_\_\_  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

Plan of Merger or Consolidation

For

Jennifer Guertin Consultant, LLC

In accordance with State of Rhode Island General Laws 7-16-60;

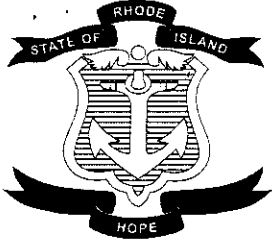
(1) Jennifer Guertin Consultant, LLC, which is presently being governed by the State of Rhode Island and Providence Plantations will be survived by Jennifer Guertin Consultant, LLC governed by the laws of the State of Florida.

(2) The terms and conditions of the plan of merger or consolidation is effective upon filing and acceptance the Articles of Merger or Consolidation with the State of Rhode Island and Providence Plantations, Office of the Secretary of State.

(3) 100% of the interest in the Jennifer Guertin Consultant, LLC presently in accordance in with State of Rhode Island, upon filing and acceptance of the Articles of Merger or Consolidation with the Office of the Secretary of State, shall be governed by the laws of Florida.

(4) The surviving entity will not be a domestic entity of Rhode Island, but a domestic entity of the State of Florida.

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

SCOTT P. LIBMAN, CPA  
 JENNIFER GUERTIN CONSULTANT, LLC  
 1130 TEN ROD RD STE A101  
 NORTH KINGSTOWN, RI 02852-4128

*I.D. # 535722*

## LETTER OF GOOD STANDING

It appears from our records that **JENNIFER GUERTIN CONSULTANT, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **JENNIFER GUERTIN CONSULTANT, LLC** is in good standing with the Rhode Island Division of Taxation as of **01/09/2017**. 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:

### CONVERSION TO NON-RHODE ISLAND ENTITY

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,

*Neena Savage*  
 Neena Savage  
 Acting Tax Administrator

*Christine Girard*  
 Christine Girard  
 Supervising Revenue Officer  
 Compliance and Collections

2017 FEB -3 AM 10:31  
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 DIVISION OF STATE  
 TAXATION  
 PROVIDENCE, RI

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 DLN: 2219681001



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*

