

Filing Fee: See Instructions

ID Number: 000158682



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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2018 APR 11 PM 2:42

ARTICLES OF MERGER OR CONSOLIDATION INTO

Mariner Seafood, 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. Rows include Mariner Seafood, LLC (158682) as a Limited Liability Company in Rhode Island and another Mariner Seafood, LLC as a Limited Liability Company in Massachusetts.

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 Mariner Seafood, LLC which is to be governed by the laws of the state of Massachusetts

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:

Matthew J. McGowan, Esq. 321 South Main Street, Suite 301, Providence, RI 02903

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] 328541
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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.

Mariner Seafood, LLC (Rhode Island entity)

Print Entity Name

Manager

By: *[Signature]* _____
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

Mariner Seafood, LLC (Massachusetts entity)

Print Entity Name

Manager

By: *[Signature]* _____
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of the 31st day of December, 2015, by and between **MARINER SEAFOOD, LLC**, a Rhode Island limited liability company (the "Merged Company"), and **MARINER SEAFOOD, LLC**, a Massachusetts limited liability company (the "Surviving Company").

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CORPORATIONS DIV
2015 APR 11 PM 2:43

WITNESSETH:

WHEREAS, the Surviving Company is a limited liability company organized and existing under the laws of the Commonwealth of Massachusetts, and the Merged Company is a limited liability company organized and existing under the laws of the State of Rhode Island; and

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

WHEREAS, the Surviving Company is owned by the following members in the following proportions: **Mariner Seafood Marketing, Inc.** 100.00%

WHEREAS, the membership interests of the Merged Company will be exchanged for the membership interests in the Surviving Company such that the post-merger ownership of the membership interests in the Surviving Company will be as follows: **Mariner Seafood Marketing, Inc.** 100.00%

WHEREAS, the respective owners of the Merged Company and the Surviving Company have deemed it advisable that the Merged Company 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 provisions of the Massachusetts General Laws and of the Rhode Island General Laws, as amended, subject to the conditions hereinafter set forth, the Merged Company 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 January 1, 2016 (the "Effective Date").

2. **MERGER**. As of the Effective Date, the separate existence of the Merged Company shall cease, and the Surviving Company shall continue to exist by virtue of and be governed by the laws of the Commonwealth of Massachusetts and shall be known by the name "**MARINER SEAFOOD, LLC**". 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 Company, and all property, real, personal and mixed, and all debts due on whatever account, including all other choses in action, and all and every other interest of or belonging to or due to the Merged Company 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 to any personal property, tangible or intangible, or any interest therein, vested in any such entity 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 Company; and any claims existing or actions or proceeding pending by or against the

Merged Company may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any security interests in or liens upon the property of the Merged Company shall be rendered unperfected or be otherwise impaired by such merger.

3. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Company, as of the Effective Date, shall continue to be the Operating Agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

4. **MEMBERS.** The Members of the Surviving Company immediately prior to the merger shall continue to be the Members of the Surviving Company.

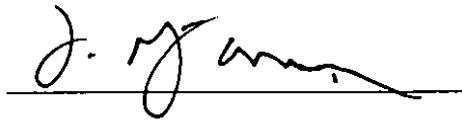
5. **FURTHER ACTS OR DOINGS.** If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the right or title to, or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

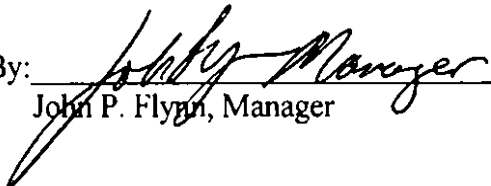
IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

Mariner Seafood, LLC

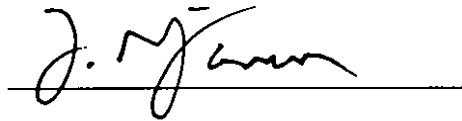
Merged Company (a Rhode Island limited liability company)

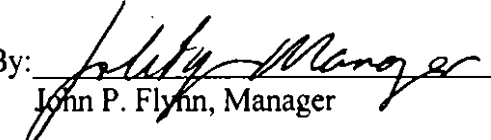


By: 
John P. Flynn, Manager

Mariner Seafood, LLC

Surviving Company (a Massachusetts limited liability company)



By: 
John P. Flynn, Manager

CERTIFICATE OF MERGER

1. Massachusetts Secretary of the Commonwealth identification number and Rhode Island Secretary of State identification number of the entities involved:
 - Mariner Seafood, LLC (a Massachusetts limited liability company—the *surviving* entity)
Massachusetts Secretary of the Commonwealth identification number: 001203168
 - Mariner Seafood, LLC (a Rhode Island limited liability company—the *non-surviving* entity)
Rhode Island Secretary of State identification number: 000158682

2. Name and office location of each limited liability company involved in the merger:

Mariner Seafood, LLC (Mass. entity) 14 South Street New Bedford, MA 02740	Mariner Seafood, LLC (R.I. entity) 14 South Street New Bedford, MA 02740
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3. The date and jurisdiction of formation or organization of each limited liability company:

Mariner Seafood, LLC Organized: September 20, 2006 Jurisdiction: Rhode Island	Mariner Seafood, LLC Organized: December 30, 2015 Jurisdiction: Massachusetts
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4. The merger has been duly adopted in accordance with the law under which the entities are organized, and, if applicable, in accordance with the provisions of the operating agreements of each entity.

5. The effective date of the merger is: January 1, 2016

6. The Plan of Merger will be kept on file at the office of Mariner Seafood, LLC, a Massachusetts limited liability company, the surviving entity, and the street address of that office is: 14 South Street, New Bedford, MA 02740. John P. Flynn is the Manager of Mariner Seafood, LLC, the surviving entity, and 14 South Street, New Bedford, MA 02740 is his business address. No persons other than the Manager have been authorized to execute documents to be filed with the Corporations Division of the Massachusetts Secretary of the Commonwealth, or to execute, acknowledge, deliver or record any recordable instrument purporting to affect an interest in real property. There is no amendment to the Certificate of Organization of the surviving limited liability company to be effected pursuant to the agreement of merger (see attached Plan of Merger), nor any other information required to be included in the Certificate of Organization.

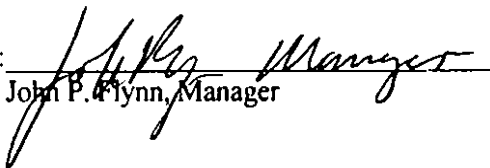
7. That a copy of the agreement of consolidation or merger will be furnished by Mariner Seafood, LLC (a Massachusetts limited liability company), the surviving entity, on request and without cost to any member of the limited liability company, or to any other person holding an interest in any other business entity.

8. Mariner Seafood, LLC, a Massachusetts limited liability company, the surviving entity, agrees that, if such entity does not continually maintain an agent for service of process in the

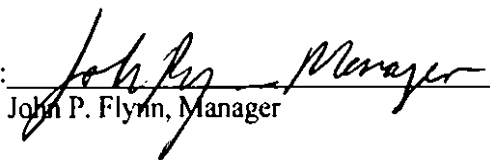
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Commonwealth, it will appoint irrevocably the Secretary of the Commonwealth to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. Chapter 156D, §15.10.

Mariner Seafood, LLC (a Rhode Island limited liability company), the *non*-surviving entity)

By: 
John P. Flynn, Manager

Mariner Seafood, LLC (a Massachusetts limited liability company), the *surviving* entity)

By: 
John P. Flynn, Manager



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

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CORPORATIONS DIV
2018 APR -2 AM 11:34

158682

MARINER SEAFOOD, LLC
ATTN: JOHN P. FLYNN
14 SOUTH ST
NEW BEDFORD, RI 02740-7221

LETTER OF GOOD STANDING

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SECRETARY OF STATE
CORPORATIONS DIV
2018 APR 11 PM 2:43

It appears from our records that **Mariner Seafood, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **Mariner Seafood, LLC** is in good standing with the Rhode Island Division of Taxation as of **03/22/2018**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

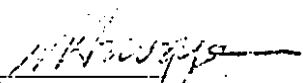
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or 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:

DISSOLUTION

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
Tax Administrator


Ian Beaurgard
Supervising Revenue Officer
Compliance and Collections

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DLN: 10002297725

FILED
APR 11 2018
BY [Signature] 328548
4:02



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:

April 11, 2018 04:04 PM

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

