



State of Rhode Island
Department of State - Business Services Division

FILED
 R.I. DEPT. OF STATE
 BUS SVCS DIV
 2020 OCT -7 AM 8:54

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,
 Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

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

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:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
001703525	ODU Law Firm, LLC	LLC	RI
	ODU Law Firm, LLC	LLC	MA

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

c. The full name of the surviving entity is:

ODU Law Firm, 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. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

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:

161 S. Main Street, #303, Fall River, MA 02721

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (see instructions) _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.

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 RIGL Chapter 7-1.2.

b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]

c. 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) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.

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 RIGL CHAPTER 7-13.

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.

c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. (Note: Tax status can be verified at taxportal.ri.gov)

SECTION VI: 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.

Type or Print Entity Name
 ODU Law Firm, LLC (Rhode Island limited liability company)

Type or Print Name of Person Signing Olayiwola O. Oduyingbo	Title of Person Signing Manager
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Signature 	Date
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Type or Print Name of Person Signing	Title of Person of Signing
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Signature	Date
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Type or Print Entity Name
 ODU Law Firm, LLC (Massachusetts limited liability company)

Type or Print Name of Person Signing Olayiwola O. Oduyingbo	Title of Person Signing Manager
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Signature 	Date
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Type or Print Name of Person Signing	Title of Person Signing
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Signature	Date
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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 30th day of September, 2020, by and between **ODU Law Firm, LLC**, a Massachusetts limited liability company having its principal place of business located at 161 S. Main Street, #303, Fall River, MA 02721 ("ODU MA") and **ODU Law Firm, LLC**, a Rhode Island limited liability company having its principal place of business located at 213 Glen Hills Drive, Cranston, RI 02920 ("ODU RI").

WHEREAS, ODU MA is a limited liability company duly organized pursuant to the laws of the Commonwealth of Massachusetts on September 30, 2020;

WHEREAS, ODU RI is a limited liability company duly organized pursuant to the laws of the State of Rhode Island on January 13, 2020;

WHEREAS, the member and managers of ODU MA and ODU RI deem it advisable, for the general welfare and advantage of said companies and their members, that ODU RI merge into ODU MA, with ODU MA being the survivor thereof; and

WHEREAS, Massachusetts General Laws §156(c)-59 and Rhode Island General Laws §7-16-64 provide for the merger of foreign limited liability companies on certain terms and conditions.

NOW THEREFORE, the parties hereto agree in accordance with the General Laws of the Commonwealth of Massachusetts and of the State of Rhode Island, that ODU MA and ODU RI shall be merged into a single limited liability company with said ODU MA being the surviving limited liability company of said merger, and that the terms and conditions of said merger and the mode of carrying said merger into effect shall be as set forth below.

1. Corporate Existence of Surviving Company. Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of ODU MA shall continue unaffected and unimpaired by the within merger, and the corporate identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of ODU RI shall be merged into ODU MA, and ODU MA shall be fully vested with each of the foregoing.

2. Effective Date of Merger and Agreement. ODU MA and ODU RI intend for the merger contemplated by this Agreement to effectuate a so-called re-organization, whereby a limited liability company changes its state of domesticity (in this case from Rhode Island to Massachusetts) with the survivor of the merger (ODU MA in this case) succeeding to the Employer Identification Number ("EIN") of the non-survivor of the merger (ODU RI in this case) such that ODU MA shall not need to apply for a new EIN instead only notifying the Internal Revenue Service of the within re-organization. The effective date of this Agreement and of the merger contemplated hereunder shall be as of the date received upon filing (the "Effective Date of Merger"). On the Effective Date of Merger, the separate existence of ODU RI, excepting only those matters which may be continued by statute, shall cease, and ODU RI and ODU MA shall become a single limited liability company, namely ODU MA (the "Surviving Company").

3. Operating Agreement of Surviving Company. The operating agreement of ODU MA, as it exists on the Effective Date of Merger shall be and remain the operating agreement of the Surviving Company until it shall be altered, amended, or repealed.

4. Miscellaneous Provisions.


4.1. This Agreement and the merger contemplated hereunder have been adopted by the unanimous affirmative vote of the members and managers of ODU MA and ODU RI. A copy of this Agreement together with a copy of Massachusetts General Laws §156(c)-59 and Rhode Island General Laws §7-16-64 have been provided to the members of ODU MA and ODU RI. Said members of both ODU MA and ODU RI have duly authorized execution of duplicate original Certificate/Articles of Merger, and the filing of such Certificate/Articles of Merger with the Massachusetts Secretary of the Commonwealth and the Rhode Island Secretary of State.

4.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to the filing of the Certificate/Articles of Merger contemplated hereunder by action of the members of ODU MA or ODU RI.

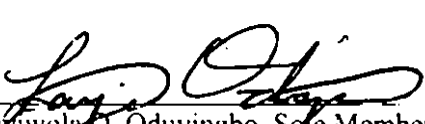
4.3. On the Effective Date of Merger, Surviving Company shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of ODU RI.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the members and managers of ODU MA and ODU RI on the day and date first above written.

**ODU Law Firm, LLC, a Massachusetts
Limited Liability Company**

By: 
Olayiwola O. Oduyingbo, Sole Member
and Manager

**ODU Law Firm, LLC, a Rhode Island
Limited Liability Company**

By: 
Olayiwola O. Oduyingbo, Sole Member
and Manager



State of Rhode Island
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,
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:

October 07, 2020 08:54 AM

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

Nellie M. Gorbea
Secretary of State

