



**State of Rhode Island
Department of State - Business Services Division**

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2023 NOV 29 A 9:58

Application for Articles of Merger

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

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

Pursuant to the provisions of RIGL Title Z, 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, 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>
129034	WARWICK LIVERY, INC.	CORP	RI
21210	THOMAS & WALTER QUINN, INC.	CORP	RI
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: THOMAS & WALTER QUINN, INC.			
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. 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: NA			
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: NA			

WJ FILED *ASB*

NOV 29 2023
BY *Qmewj*

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

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 by emailing tax.collections@tax.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:

NA

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: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.

a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov.]

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 by emailing tax.collections@tax.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

WARWICK LIVERY, INC.

Type or Print Name of Person Signing

JEROME QUINN

Title of Person Signing

PRESIDENT

Signature



Date

11/27/23

Type or Print Name of Person Signing

PATRICK QUINN

Title of Person of Signing

SECRETARY

Signature



Date

11/27/23

Type or Print Entity Name

THOMAS & WALTER QUINN, INC.

Type or Print Name of Person Signing

PATRICK QUINN

Title of Person Signing

PRESIDENT

Signature



Date

11/27/23

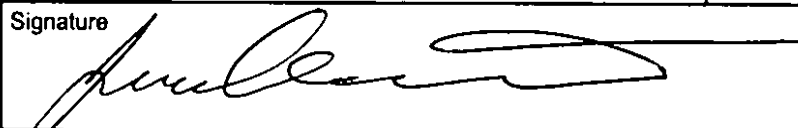
Type or Print Name of Person Signing

JEROME QUINN

Title of Person Signing

SECRETARY

Signature



Date

11/27/23

AGREEMENT OF MERGER

Agreement of merger dated November 27, 2023, between THOMAS & WALTER QUINN, INC., hereinafter sometimes called the surviving corporation, and WARWICK LIVERY, INC., hereinafter sometimes called the absorbed corporation.

RECITALS

A. Surviving corporation is a corporation duly organized and existing under the laws of the State of Rhode Island, with its principal office located at 2435 Warwick Avenue, Warwick, Rhode Island 02889.

B. Surviving corporation has a capitalization of one hundred (100) authorized shares of common stock, without par value, of which one hundred (100) shares are issued and outstanding.

C. Absorbed corporation is a corporation duly organized and existing under the laws of the State of Rhode Island, with its principal office located at 2435 Warwick Avenue, Warwick, Rhode Island 02889.

D. Absorbed corporation has a capitalization of one thousand (1,000) authorized shares of common stock, without par value, of which three hundred (300) shares are issued and outstanding.

E. The board of directors of the surviving corporation and the stockholders of the absorbed corporation (pursuant to R.I.G.L. 7-1.2-1701) deem it desirable and in the best interests of the corporations and their shareholders that WARWICK LIVERY, INC. be merged into THOMAS & WALTER QUINN, INC. in accordance with the provisions of R.I.G.L. 7-1.2-1001 et seq., and in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A)

of the Internal Revenue Code of 1954, as amended.

SECTION ONE

MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Absorbed corporation shall merge with and into THOMAS & WALTER QUINN, INC , which shall be the surviving corporation.

SECTION TWO

TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE

CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) One hundred shares of the common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of surviving corporation, which shares of common stock of the surviving corporation shall

thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

SECTION FOUR

ARTICLES OF INCORPORATION

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE

BYLAWS

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX

DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as directors and officers of the surviving corporation for the full unexpired term of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN

LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT

APPROVAL OF SHAREHOLDERS

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before December 31, 2023, or at such other time as the board of directors of the surviving

corporation and the stockholders of the absorbed corporation may agree.

SECTION NINE

EFFECTIVE DATE

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Rhode Island.

SECTION TEN

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before December 31, 2023; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

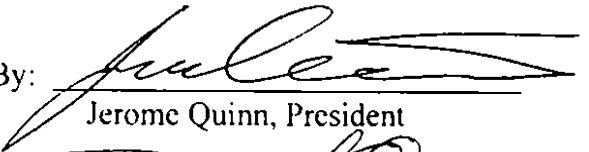
SECTION ELEVEN

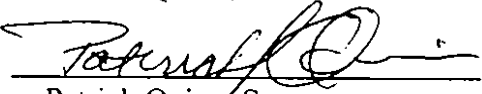
EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first above written.

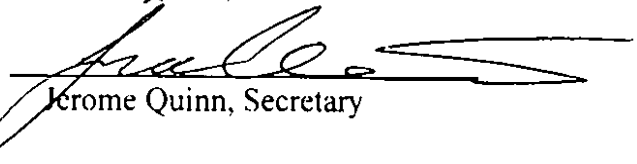
WARWICK LIVERY, INC.

By: 
Jerome Quinn, President

By: 
Patrick Quinn, Secretary

THOMAS & WALTER QUINN, INC

By: 
Patrick Quinn, President

By: 
Jerome Quinn, Secretary



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

November 29, 2023 09:58 AM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

