



**State of Rhode Island  
Office of the Secretary of State**

**Fee: \$10.00**

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Dissolution**

(Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is South Quay Marine Terminal, Inc.

**ARTICLE II**

A resolution to dissolve the corporation was adopted in the following manner:

**(check one box only)**

The resolution to dissolve the corporation was adopted at a meeting of members held on , at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on 12/19/2023 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

**ARTICLE III**

All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

**ARTICLE IV**

The plan of distribution, if any, adopted by the corporation is as follows:

**[Insert Plan of Distribution]**  
*(if no plan of distribution was adopted, so state.)*

SOUTH QUAY MARINE TERMINAL, INC.

PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND DISTRIBUTION

THIS PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND DISTRIBUTION (THE "PLAN") IS FOR THE PURPOSE OF EFFECTING THE COMPLETE DISSOLUTION OF SOUTH QUAY MARINE TERMINAL, INC., A RHODE ISLAND NONPROFIT CORPORATION (THE

“CORPORATION”), IN ACCORDANCE WITH THE RHODE ISLAND NONPROFIT CORPORATION ACT (THE “ACT”) AND INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE “CODE”). THIS PLAN WAS APPROVED BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS EFFECTIVE AS OF DECEMBER 19, 2023. THE SPECIFIC STEPS OF DISSOLUTION ARE AS FOLLOWS:

1. THE CORPORATION WILL IMMEDIATELY CEASE THE ACTIVE CONDUCT OF ITS BUSINESS, EXCEPT INsofar AS MAY BE NECESSARY FOR THE WINDING UP THEREOF, AND PROCEED TO WIND UP ITS AFFAIRS AND, WITHIN THE MEANING OF CODE SECTION 331, LIQUIDATE AND DISTRIBUTE ALL OF ITS ASSETS.

2. THE OFFICERS OF THE CORPORATION (“AUTHORIZED SIGNATORIES”), SHALL PROCEED WITH THE VOLUNTARY DISSOLUTION OF THE CORPORATION UNDER THE LAWS OF THE STATE OF RHODE ISLAND.

3. AFTER ADOPTION OF THIS PLAN, COUNSEL AND/OR ACCOUNTANTS FOR THE CORPORATION SHALL PREPARE AND ASSIST IN FILING OF ANY REQUIRED STATE OR FEDERAL TAX RETURNS TOGETHER WITH A COPY OF THE RESOLUTIONS ADOPTING THE PLAN.

4. IT IS INTENDED THAT THIS PLAN SHALL BE A PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION. THIS PLAN SHALL BE DEEMED TO AUTHORIZE SUCH ACTION AS, IN THE OPINION OF COUNSEL OR ACCOUNTANTS FOR THE CORPORATION, MAY BE NECESSARY TO CONFORM WITH THE PROVISIONS OF APPLICABLE STATE AND FEDERAL TAX LAW.

5. THE AUTHORIZED SIGNATORIES, EACH ACTING SINGLY, ARE EACH HEREBY AUTHORIZED, EMPOWERED AND DIRECTED TO SIGN, SEAL, EXECUTE, ACKNOWLEDGE AND DELIVER ANY AND ALL DOCUMENTS AND INSTRUMENTS INCLUDING FEDERAL AND STATE TAX RETURNS, INFORMATION REQUIRED TO BE FILED BY REASON OF THE COMPLETE LIQUIDATION AND DISSOLUTION OF THE CORPORATION, AND ALL DOCUMENTS AND INSTRUMENTS WHICH

EACH ACTING SINGLY, DEEMS NECESSARY OR ADVISABLE TO CARRY OUT THE PURPOSES AND INTENTIONS OF THIS PLAN.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED AND DELIVERED THIS PLAN EFFECTIVE AS OF THE 19TH DAY OF DECEMBER 2023.

SOUTH QUAY MARINE TERMINAL, INC.

BY:

PRINT NAME: JULIETTA GEORGAKIS

TITLE: PRESIDENT

**ARTICLE V**

All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.

**ARTICLE VI**

There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgement, order or decree, which may be entered against it.

**Signed this 28 Day of December, 2023 at 12:55:28 PM.** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

South Quay Marine Terminal, Inc.

Corporate Name

By JULIETTA GEORGAKIS

President or  Vice President (check one)

**AND**

By SETH GRADY

Secretary or  Assistant Secretary (check one)

Form No. 203  
Revised 09/07

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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:

December 28, 2023 12:54 PM

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

Gregg M. Amore  
*Secretary of State*

