

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State Corporations Division

100 North Main Street Providence, Rhode Island 02903-1335

32800

BUSINESS CORPORATION

| | • | | | |
|--|---|--|--|--|
| | ooley, Incorporated | | | |
| (Insert | full name of surviving or new com | oration) | | |
| rsuant to the provisions of Title 7, Chapter 1 cwing Articles of MERGER or CONS cone corporation. | .1 of the General Laws, 1956, as an SOLIDATION (check one box only) t | nended, the und for the purpose | dersigned corpo of merging or c | rations submit consolidating th |
| The names of the undersigned corporations | and the states under the laws of whi | ch they are res | pestively organi | zed are: ··· |
| Name of Corporation | | · . | <u>State</u> | |
| Cooley, Incorporated | • | | Rhode Is | land |
| 0 Cooley, Incorporated Cooley Engineered Membranes | s, Inc. | | Rhode Is | |
| Cooley Sign Systems, Inc. | • | | Rhode Is | land |
| 240V | • | | • | |
| 78 00 | | | | |
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| The attached Plan of Merger or Consolidati | which is to be governed by | rated the laws of the | State of Rho | |
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7. As to each of the merging or consolidating corporations, state below the total number of shares voted for or against such Plan respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the Plan, respectively (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, in which event that fact shall be set forth):

| | Total _ | Total | Enti | tled to Vote as a | Class |
|--|--|---|--|--|---|
| Name of Corporation | Voted For | Voted Against | Class | Valed For | Voted Against |
| Cooley, Incorporated | 291,760 | 0 | Class A Common | 4,270 | 0 |
| Cooley Engineered Membran | | : | Class B Common Preferred | 38,430 249,150 | 0 |
| | | 0 | Common Preferred | 30 | Ö |
| Cooley Sign Systems, Inc. 8. If the surviving or new corpor corporation hereby: (a) agree enforcement of any obligation for the enforcement of the recorporation; (b) irrevocably appin any proceeding; and (c) agamount, if any, to which they amended, with respect to the ri | ation is to be go s that it may be of any domestic c ights of a disser points the secreta prees that it will shall be entitled | orporation which is a orporation which is a ting shareholder of ry of state of the Stat promptly pay to the under the provision shareholders. | of a state other than R is in the State of Rhod i party to the merger or any domestic corporate of Rhode Island as its dissenting shareholder is of Title 7, Chapter 1 | e Island In any consolidation an tion against the agent to accept soft any domestion of the General soft and the G | proceeding for the din any proceeding surviving or new t service of process tic corporation the fall Laws, 1956, as |
| 9. Date when merger or consolida | tion shall become | enective <u>Kerger</u> | te of the filing or Consolidation | 1 | • |
| | | (not more th | an 30 days after the filing of | these articles of me | rger or consolidation) |
| en e | | | · · · · · · · · · · · · · · · · · · · | . | |
| Cooley, Incorporated | , | | | | |
| Corporate Name | - | | Cooley Engineere | d Membranes | Inc. |
| By / Jon w/ 2 | | _ | Corporat | e Name | |
| Signature of X President o | r 🗌 Vice-Preside | By_ | | 114 | · |
| VIII 10 11 | | | Signature of Pri | estreent or UV | ice-President |
| and Malcoten Frenche | e Cu | and | | ar une a | |
| Signature of X Secretary o | r ∐ Assistant Se | cretary | Signature of K Se | cretary or 🔲 As | sistant Secretary |
| Dated | | Dat | ed 1/19/9 | 9 | · |
| STATE OF Robert Solan COUNTY OF TRANSPIRE | d · | | | ••• •- | • |
| In Tamturket | , on this <u>//</u> | tu day of Jane | uary 19 99. | before me pe | rsonally appeared |
| George M. Fay | | who being | by me first duly swo | om, declared th | is the |
| President of C | coley. Incor | porated | • | | |
| and that he/she signed the foregoing | | | of the se | | |
| therein contained are true. | , | | Of the co. | ibotanou' and fu | at the statements |
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| | | Note: | Iry Public | gens | |
| | • | | Commission Expires: | ו ממב/דב/8 | |
| STATE OF Rhade Saland COUNTY OF PROVIDENCE | | • | · - | | |
| In Pawticket George M. Fay | on this 161 | | | | |
| George M. Fay | on this | day ofar | 1999 1999 | _ before me pei | sonally appeared |
| | | | AL LING INDI MAIL DAM | rn, declared th | at he/she is the |
| President of (| Cooley Engine | ered Membranes | , Inc. | | |
| and that he/she signed the foregoing therein contained are true. | document as suc | h <u>president</u> | of the cor | poration, and th | at the statements |
| and all and, | | . 1 | | | |
| | | Ma | wreen 7. Alos | tino | |
| | | Nota | ry Public | 2/2/2 | |
| • | | Му С | ommission Expires: | 137/2001 | · |

| Cooley Sign Systems, Inc. | |
|---|--|
| By: | |
| and Matister Facusary Signature of Secretary | |
| Dated: 1/19/19 | |
| STATE OF Chade Island COUNTY OF Providence | |
| In Jantus L. on this 19th day appeared George M. Fay, who being by me first President of Cooley Sign Systems, Inc. and that such president of the corporation, and that the | It he signed the foregoing document as |
| Man | un J. Hapkins |
| My Co. | Public mmission Expires: 8/27/2001 |

#269734

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and executed as of January 19, 1999 by and among Cooley, Incorporated, a Rhode Island corporation ("Cooley"), Cooley Sign Systems, Inc., a Rhode Island corporation ("Sign Systems"), and Cooley Engineered Membranes, Inc., a Rhode Island corporation ("Engineered Membranes").

1. Capital Structure and Ownership.

Cooley has a total authorized capital stock consisting of 4,270 shares of Class A common stock, \$10.00 par value, of which 4,270 shares are issued and outstanding on the date hereof, 38,430 shares of Class B common stock, \$10.00 par value, of which 38,340 is outstanding on the date hereof, and 390,000 shares of preferred stock, \$1.00 par value, of which 249,150 are issued and outstanding on the date hereof.

Engineered Membranes has a total authorized capital stock consisting of 7,000 shares of common stock (non-voting), \$1.00 par value, of which 30 are outstanding, and 1,000 shares of preferred (voting) stock, \$10.00 par value, of which 900 are issued and outstanding on the date hereof.

Sign Systems has a total authorized capital stock consisting of 1,000 shares of common stock, no par value, of which 1000 shares are issued and outstanding on the date hereof.

2. Merger.

At the Effective Time (as hereinafter defined), each of Engineered Membranes and Sign Systems shall, pursuant to Section 7-1.1-65 of the Rhode Island General Laws, be merged with and into Cooley, which shall be the surviving corporation and shall continue in existence, on the terms and conditions hereinafter set forth. At the Effective Time, the separate existence of each of Engineered Membranes and Sign Systems shall cease and the effect of the merger shall otherwise be as provided under Section 7-1.1-69 of the Rhode Island General Laws.

3. Effective Time.

The effective time of the merger provided for herein shall be upon filing of the Articles of Merger with the Rhode Island Secretary of State (the "Effective Time").

Conversion of Shares.

At the Effective Time of the merger of Cooley and Engineered Membranes and Cooley and Sign Systems with and into Cooley, each share of common and preferred stock of each of Engineered Membranes and Sign Systems outstanding immediately prior to the effective date of the merger shall be converted into shares in Cooley equal to the value of such shareholder's canceled shares in Engineered Membranes or Sign Systems, as the case may be, based on a

valuation of Cooley and Engineered Membranes or Sign Systems, as the case may be, before the merger.

The Surviving Corporation.

- a. From and after the Effective Time until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of Cooley as in effect immediately prior to the merger shall be and continue to be the Articles of Incorporation and Bylaws of Cooley.
- b. The persons who are directors and officers of Cooley immediately prior to the merger shall, until otherwise changed in the manner provided by law, continue as the directors and officers of Cooley following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of Cooley, and in the votes or consents appointing such persons to such directorships or offices.

6. Waiver of Mailing.

The shareholders of Cooley, Engineered Membranes and Sign Systems hereby waive mailing of a copy of the Plan and hereby agree that the Plan, the articles of merger and any other certificates or other instruments required by law to be recorded with respect to the merger may be recorded in the appropriate offices in the State of Rhode Island at any time following the adoption of the Plan.

COOLEY, INCORPORATED, a Rhode Island corporation

By: P. Robert Siener n.
Title: Clean man

COOLEY ENGINEERED MEMBRANES, INC., a Rhode Island corporation

By P. Feber Such J.
Title: Chairman

COOLEY SIGN SYSTEMS, INC. (a Rhode Island corporation)

By finder Schur h-

268546

Department of Administration DIVISION OF TAXATION One Capitol Hill Providence, RI 02908-5800

December 28, 1998

TO WHOM IT MAY CONCERN:

Re: COOLEY ENGINEERED MEMBRANES, INC.

It appears from our records that the above named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark Tax Administrator

Edward L. Flanagan, Jr. Chief Revenue Agent

Corporations

Department of Administration DIVISION OF TAXATION One Capitol Hell Providence, RI 02908-5800

December 30, 1998

TO WHOM IT MAY CONCERN:

Re: COOLEY SIGN SYSTEMS, INC.

It appears from our records that the above named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

72 Jan (D) 0

R. Gary Clark Tax Administrator

Edward J. Flanagan, Chief Revenue Agent

Corporations

TDD (401) 222-6287

(Telecommunication Device for the Deaf)