

Filing fee: ~~\$22.00~~ \$50.00

17803

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

RAWCLIFFE FOUNDRY COMPANY INCORPORATED

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

PLAN OF MERGER

1. The names of the corporations proposing to merge are Castings by Killian, Inc., a Rhode Island corporation, and Rawcliffe Foundry Company Incorporated, a Rhode Island corporation.

2. The corporation into which they propose to merge is Rawcliffe Foundry Company Incorporated, (the "Surviving Corporation").

3. The terms and conditions of the proposed merger are:

Each outstanding share of the capital stock of the Surviving Corporation shall remain outstanding. Each outstanding share of the capital stock of Castings by Killian, Inc. shall be automatically converted into 1/4 share of the capital stock of the Surviving Corporation as of the effective date of the merger. The directors and officers of the Surviving Corporation holding office immediately prior to the merger shall be the directors and officers of the Surviving Corporation from and after the effective date of the merger. The By-Laws of the Surviving Corporation, as amended and in effect immediately prior to the merger shall be the By-Laws of the Surviving Corporation from and after the effective date of the merger.

4. Immediately upon the effective date of the merger, the name of the Surviving Corporation shall be changed to "Rawcliffe Corporation."

5. The Articles of Incorporation of the Surviving Corporation as amended and in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corporation from and after the effective date of the merger; provided, however, that Article SECOND of said Articles shall be amended to provide that the name of the Corporation shall be "Rawcliffe Corporation."

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Rawcliffe Foundry Company Incorporated	100		
Castings by Killian, Inc.	400		

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Rawcliffe Foundry Company Incorporated	100	0			
Castings by Killian, Inc.	400	0			

FOURTH: Time merger to become effective (§ 7-1.1-69):
Upon issuance of the certificate of merger.

Dated 12/2, 19 75

RAWCLIFFE FOUNDRY COMPANY INCORPORATED

By Dorothy R. Brown

Its President

and Peter R. Brown

Its Secretary

CASTINGS BY KILLIAN, INC.

By Peter R. Brown

Its President

and Dorothy R. Brown

Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF *Providence* } Sc.

At - *Providence* in said County on the *2nd* day of
December 19*25*, before me personally appeared *Peter B. Brown*
& *Scotty B. Brown*, who being by me first duly sworn, declared that he is
the *President* of *Pawcliffe Foundry Company,*
that he signed the foregoing document as such *President* of the
corporation, and that the statements therein contained are true.

Leona C. Puffy
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF *Providence* } Sc.

At *Providence* in said county on the *2nd* day of
December 19*25*, before me personally appeared *Peter B.*
Brown, who being by me first duly sworn, declared that he is
the *President* of *Castings by Gillian, Inc.,*
that he signed the foregoing document as such *President* of the
corporation, and that the statements therein contained are true.

Leona C. Puffy
Notary Public

(NOTARIAL SEAL)

✓
885

DEC-4-75 STATE OF TEXAS 00** *50.00

DEC 4 - 1975

