



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED
DEC 17 1999

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

A.T. Wall Company
(Insert full name of surviving or new entity on this line.)

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

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

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 states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include A.T. Wall Company and A.T. Wall Realty Company, both Corporations in R.I.

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

c. The full name of the surviving or new entity is A.T. Wall Company 15507 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. (Attach Plan of Merger or Consolidation)

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

f. If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) December 31, 1999

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
N/A			

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and 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.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
N/A					

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is A.T. Wall Realty Company

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
1,000	Common	1,000	

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on 12/1/99

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- 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 TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- 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.

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

A.T. Wall Company  
Print Entity Name

By: J. Clifford Deinert President  
Name of person signing J. Clifford Deinert Title of person signing

By: Caryn E. Mitchell Secretary  
Name of person signing Caryn E. Mitchell Title of person signing

STATE OF Rhode Island  
COUNTY OF Kent

In Warwick, on this 9th day of December, 1999, before me personally appeared J. C. Deinert and Caryn E. Mitchell who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Donna M. Poole (#19240)  
Notary Public  
My Commission Expires: 8/27/2001

A.T. Wall Realty Company  
Print Entity Name

By: J. Clifford Deinert President  
Name of person signing J. Clifford Deinert Title of person signing

By: Chester T. Chwalek Assistant Secretary  
Name of person signing Chester T. Chwalek Title of person signing

STATE OF Rhode Island  
COUNTY OF Kent

In Warwick, on this 9th day of December, 1999, before me personally appeared J. C. Deinert and C. T. Chwalek who, being duly sworn, declared that he/she is the President and Asst. Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Donna M. Poole (#19240)  
Notary Public  
My Commission Expires: 8/27/01

## AGREEMENT AND PLAN OF LIQUIDATION BY STATUTORY MERGER

Agreement and Plan of Liquidation by Statutory Merger, dated as of the 1st day of December, 1999 by and between A.T. WALL REALTY COMPANY, a Rhode Island corporation ("Subsidiary") and A.T. WALL COMPANY a Rhode Island corporation ("Parent"). Parent and Subsidiary are sometimes hereinafter collectively referred to as the "Constituent Corporations".

### RECITALS

- A. Parent owns 100% of the outstanding shares of capital stock of Subsidiary.
- B. The Board of Directors of Parent deem the liquidation of Subsidiary into Parent by statutory merger (the "Merger") to be advisable and in the best interests of each corporation.
- C. The Directors of Parent have approved the Merger.

NOW, THEREFORE, in consideration of the covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

#### Section 1. The Merger.

(a) Subsidiary shall be merged with and into Parent on the date (the "Effective Date") which is the date of the filing of Articles of Merger with the Secretary of State of the State of Rhode Island pursuant to and in accordance with the provisions of Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended ("R.I.G.L."). Parent being the Sole Shareholder of Subsidiary, hereby waives the notice requirement of Section 7-1.1-68.1 (d) of the Rhode Island General Laws, 1956. Subject to the terms and conditions set forth herein, on the Effective Date, Subsidiary shall be merged with and into Parent, whereupon the separate existence of Subsidiary will cease, and Parent will be the surviving corporation (the "Surviving Corporation").

(b) As soon as practicable, the Constituent Corporations shall file (or cause to be filed), pursuant to R.I.G.L. §7-1.1-68.1, Articles of Merger with the Secretary of State of the State of Rhode Island.

#### Section 2. Effect of the Merger.

(a) On the Effective Date, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed, of Subsidiary without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Subsidiary, and neither the rights of creditors nor any liens on the property of Subsidiary shall be impaired by the Merger. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and

unimpaired by the Merger hereby provided for and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Parent shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

(b) If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of either of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

**Section 3. Articles of Incorporation of Surviving Corporation.**

The Articles of Incorporation of Parent in effect immediately prior to 12:01 a.m. on December 31, 1999 (the "Effective Date"), shall on and after the Effective Date and by virtue of the Merger, be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law, pursuant to which the name of surviving corporation shall be amended upon the Effective Date of the merger to read as follows:

**ATW Companies, Inc.**

**Section 4. By-laws of Surviving Corporation.**

The By-laws of Parent in effect immediately prior to the Effective Date shall be, on and after the Effective Date, the By-laws of the Surviving Corporation, until amended in accordance with applicable law.

**Section 5. Directors and Officers.**

The persons who are directors and officers of Parent immediately prior to the Effective Date shall be and shall remain, on and after the Effective Date, the directors and officers (as the case may be) of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and By-laws.

(a) by written consent of the Parent; or

(b) by Parent or Subsidiary, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited or if any judgment, injunction, order or decree enjoining Parent or Subsidiary from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

If this Agreement and Plan of Liquidation by Statutory Merger is terminated as provided herein, it shall become void and of no effect with no liability on the part of any party hereto.

Section 7. Conversion and Cancellation of Shares.

The manner of converting shares of capital stock of Parent and Subsidiary in the Merger shall be as follows:

(a) Subject to dissenting rights as provided in R.I.G.L. §7-1.1-74, no conversion will occur with respect to shares of common stock of Parent issued and outstanding immediately prior to the Effective Date. Each share of common stock of Parent issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding shares of common stock of Parent on the Effective Date and thereafter.

(b) Upon the effectiveness of the Merger, all shares of common stock of Subsidiary, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall thereafter cease to have any rights with respect to such shares.

Section 8. Successors and Assigns; No Other Beneficiaries.

The provisions of this Agreement and Plan of Liquidation by Statutory Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations hereunder without the consent of the other party hereto. This Agreement is not intended to confer upon any person not a party hereto any rights or remedies hereunder.

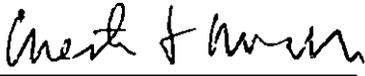
Section 9. Governing Law.

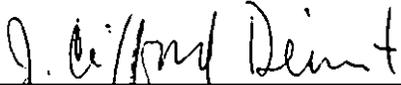
This Agreement and Plan of Liquidation by Statutory Merger shall be construed in accordance with and governed by the laws of the State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation by Statutory Merger to be duly executed by their respective authorized officers as of the day and year first above written.

ATTEST:

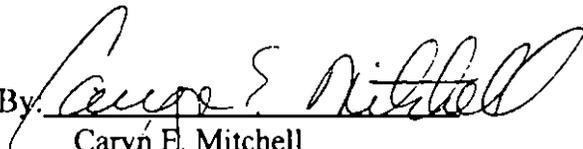
A.T. WALL REALTY COMPANY

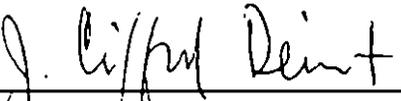
By:   
Chester T. Chwalek  
Assistant Secretary

By:   
J. Clifford Deinert  
President

ATTEST:

A.T. WALL COMPANY

By:   
Caryn E. Mitchell  
Secretary

By:   
J. Clifford Deinert  
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 3, 1999

TO WHOM IT MAY CONCERN:

**Re: A.T. WALL REALTY COMPANY**

It appears from our records that the above named corporation has filed all 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 J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations