

\$50.00  
Filing fee: ~~\$20.00~~

**DUPLICATE ORIGINAL OF  
ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

Western Mass. Blasting Corp.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

| <u>Name of Corporation</u>   | <u>State</u>  |
|------------------------------|---------------|
| R.I. Explosives, Inc.        | Rhode Island  |
| Western Mass. Blasting Corp. | Massachusetts |

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Western Mass. Blasting Corp.

and it is to be governed by the laws of the State of Massachusetts

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

FIFTH: As to each of the undersigned corporations, 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<br/>Shares<br/>Outstanding</u> | <u>Entitled to Vote as a Class</u> |                             |
|----------------------------------|---------------------------------------------|------------------------------------|-----------------------------|
|                                  |                                             | <u>Designation<br/>of Class</u>    | <u>Number of<br/>Shares</u> |
| R.I. Explosives Inc.             | 300                                         | Common                             | 300                         |
| Western Mass.<br>Blasting, Corp. | 100                                         | Common                             | 100                         |

SIXTH: 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<br/>Voted<br/>For</u> | <u>Total<br/>Voted<br/>Against</u> | <u>Number of Shares</u>            |                      |                          |
|---------------------------------|--------------------------------|------------------------------------|------------------------------------|----------------------|--------------------------|
|                                 |                                |                                    | <u>Entitled to Vote as a Class</u> |                      |                          |
|                                 |                                |                                    | <u>Class</u>                       | <u>Voted<br/>For</u> | <u>Voted<br/>Against</u> |
| R.I. Explosives, Inc.           | 100                            | 0                                  | Common                             | 100                  | 0                        |
| Western Mass.<br>Blasting, Corp | 300                            | 0                                  | Common                             | 300                  | 0                        |

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated December 9, 1978

R.I. Explosives, Inc.  
By John A. Gilman  
Its President  
and Joseph J. Roszkowski  
Its Secretary  
Western Mass. Blasting Corp.  
By John A. Gilman  
Its President  
and Arthur E. Lataille  
Its Secretary

STATE OF RHODE ISLAND  
COUNTY OF Providence } Sc.

At Cumberland in said County on the 9th day  
of December 1978, before me personally appeared  
John A. Gilman, who being by me first duly sworn, declared that he  
is the President of R.I. Explosives, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Joseph John Zwick Jr.  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND  
COUNTY OF Providence } Sc.

At Cumberland in said County on the 9th day  
of December 1978, before me personally appeared  
John A. Gilman, who being by me first duly sworn, declared that he  
is the President of Western Mass. Blasting Corp.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Joseph John Zwick Jr.  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

Western Mass. Blasting Corp.

I, \_\_\_\_\_ Secretary of State of the State of  
Rhode Island, hereby certify that duplicate originals of Articles of Merger of \_\_\_\_\_  
a \_\_\_\_\_ corporation,  
(Insert "Domestic" or "Foreign")  
and \_\_\_\_\_ a \_\_\_\_\_ corporation  
(Insert "Domestic" or "Foreign")  
into \_\_\_\_\_ a \_\_\_\_\_  
(Insert "Domestic" or "Foreign")  
corporation, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of  
the General Laws, 1956, as amended, have been received in this office and are found  
to conform to law, and that the foregoing is a duplicate original of the Articles of  
Merger.

Witness my hand and the seal of the State  
of Rhode Island this \_\_\_\_\_ day of  
19 \_\_\_\_\_

Secretary of State

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made and entered into this      day of December, 1978, by and between R.I. Explosives, Inc., a Rhode Island corporation, hereinafter referred to as " R.I. Explosives" and Western Mass. Blasting Corp., a Massachusetts corporation, hereinafter referred to as "Western", being sometimes hereinafter referred to collectively as the "Constituent Corporations" and singly as a "Constituent Corporation".

WITNESSETH:

WHEREAS, R.I. Explosives and Western deem it advisable that for the welfare of the Constituent Corporations that R.I. Explosives merge into Western as the surviving corporation pursuant to this Agreement and the applicable laws of the Commonwealth of Massachusetts and the State of Rhode Island.

NOW, THEREFORE, the Constituent Corporations agree as follows:

1. R.I. Explosives shall on the effective date be merged with and into Western which is the surviving corporation in accordance with the applicable laws of the Commonwealth of Massachusetts and the State of Rhode Island and the name of the surviving corporation shall continue to be Western Mass. Blasting Corp., hereinafter referred to as the "Surviving Corporation".

2. The effective date of merger provided for in this Agreement shall be the date of filing of the Articles of Merger required by the Commonwealth of Massachusetts and the State of Rhode Island, hereinafter referred to as the "effective date".

3. The Surviving Corporation shall continue to exist under and by virtue and shall be governed by the laws of the Commonwealth of Massachusetts.

4. The Articles of Organization of Western as in effect as of the date of this Agreement shall be the Articles of Organization of the Surviving Corporation.

5. The By-Laws of Western as in effect as of the date of this Agreement shall be the By-Laws of the Surviving Corporation.

6. The purpose of the Surviving Corporation shall be to engage in carrying on and conducting a general construction business, including the designing, constructing, repairing, remodeling or otherwise engaging in any work upon homes, manufacturing plants, buildings, roads, highways and bridges, to purchase, manufacture, sell and generally deal in explosives and all materials, substances and things incidental to the workings of explosives, or the packing, storing, firing, carrying or disposition thereof, to hold, acquire, mortgage, lease and convey real and personal property in any part of the

so far as is expedient in conducting the business of this corporation, and in general, carrying on any other lawful business whatsoever in connection with the foregoing which may promote the interests of the corporation or enhance the value of its properties.

7. The total number of shares with preferences, voting rights, qualifications, special rights or privileges of each class thereof which the Surviving Corporation is authorized to issue as provided in the Amendment to its Articles of Organization is as follows: 7500 shares of common stock with no par value.

8. Each share of R.I. Explosives capital stock issued or outstanding on the effective date shall by virtue of the merger become effective be converted into one share of like capital stock of the Surviving Corporation and thereupon the capital stock of R.I. Explosives shall have no further existence. The manner of converting capital stock of R.I. Explosives into capital stock of the Surviving Corporation shall be as follows:

(a) The holder of all the issued and outstanding capital stock of R.I. Explosives shall surrender to the Surviving Corporation all of the issued and outstanding shares of capital stock of R. I. Explosives owned by him;

(b) The Surviving Corporation shall issue shares of its authorized capital stock as follows:

To the holder of all of the issued and outstanding shares of capital stock of R.I. Explosives, which shares are without par value, one share of the Surviving Corporation's common capital stock without par value for each issued and outstanding share of R. I. Explosives common capital stock without par value.

9. The Surviving Corporation hereby:

(a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of R.I. Explosives and in any proceeding for the enforcement of the rights of a dissenting shareholder of R.I. Explosives against the Surviving Corporation;

(b) irrevocably appoints the Secretary of State of the State of Rhode Island as its agent to accept service of process of any such proceeding; and

(c) that it will promptly pay to the dissenting shareholder of R.I. Explosives the amount, if any, to which he shall be entitled under the provisions of Chapter 7-1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to the rights of the dissenting shareholders.

10. On the effective date of merger:

(a) separate existence of R.I. Explosives shall cease except insofar as continuing by statute and it shall be merged with and into the Surviving Corporation;



(b) all of the estate, property rights, privileges, powers and franchise of the Constituent Corporations and all of their property, real, personal or mixed, and all of the debts due on whatever account to any of them as well as all stock subscriptions and other choses and actions belonging to any of them shall be transferred to and invested in the Surviving Corporation without further act or deed and all claims, demands, property and other interests shall be the property of the Surviving Corporation and the title to all real estate vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger but shall be vested in the Surviving Corporation.

(c) the rights of creditors of any Constituent Corporation shall not in any manner be impaired nor shall any liability or obligation including taxes due or to become due or any claim or demand and any cause existing against such Corporation or in any stockholder, director or officer thereof be released or impaired by such merger but the Surviving Corporation shall be deemed to have assumed and shall be liable for all liabilities and obligations of each Constituent Corporation in the same manner and to the same extent as if the Surviving Corporation had itself incurred such liabilities or obligations. The stockholders, directors and officers of the Constituent Corporation

shall continue to be subject to all liabilities, claims and demands existing against each of them as such at or before the merger. No action or proceeding then pending before any court or tribunal of the State of Rhode Island or the Commonwealth of Massachusetts in which any Constituent Corporation is a party or in which any stockholder, director or officer is a party shall abate or be discontinued by reason of the merger but any such action or proceeding may be prosecuted to final judgment as though no merger had taken place, or the Surviving Corporation may be substituted as a party in place of any Constituent Corporation by the court in which such action or proceeding is pending. At any time and from time to time after the effective date of merger, each party will execute such additional instruments and take such additional action as may be reasonably requested by the other party to confirm or protect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed and the respective corporate seals to be hereunto affixed by the respective corporate officers hereunto duly authorized as of the day and year first above written.

R.I. Explosives, Inc.

By

John A. Gilman  
President

Western Mass. Blasting Corp.

By

John A. Gilman  
President