

Filing fee: \$20.00

AMENDED  
**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

.....Garmac Company, Inc. ....

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)

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>
Garmac Company, Inc.	500 sh. common	common	500
	none preferred	preferred	none
Lewis Realty Company	100 sh. common	common	100
	157 sh. preferred	preferred	157

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>
Garmac Company, Inc.	500 sh. common		common	500	
	none preferred		preferred	none	
Lewis Realty Company	100 sh. common		common	100	
	157 sh. preferred		preferred	157	

FOURTH: Time merger to become effective (§ 7-1.1-69):

At the start of business on June 1, 1976.

Dated July 28, 1976

GARMAC COMPANY, INC.

By Gordon L. Grant  
Its President

and Beatrice Friedman  
Its Secretary

LEWIS REALTY COMPANY

By Gordon L. Grant  
Its President

and Beatrice Friedman  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF *Providence*

} Sc.

At *Providence* in said County on the *28<sup>th</sup>* day of *July* 197*6*, before me personally appeared *Gardner L. Grant*, who being by me first duly sworn, declared that he is the *President* of *Gardner L. Grant and Louis Realty Company*, that he signed the foregoing document as such *President* of the corporation, and that the statements therein contained are true.

*Walter P. Gibbons*  
Notary Public

(NOTARIAL SEAL)

*New York*  
STATE OF ~~RHODE ISLAND~~

COUNTY OF *Westchester*

} Sc.

At *White Plains* in said county on the *28<sup>th</sup>* day of *July* 197*6*, before me personally appeared *Beatrice Friedman*, who being by me first duly sworn, declared that he is the *Secretary* of *Barmer Company, Inc. Lewis Realty Company*, that he signed the foregoing document as such *Secretary* of the corporation, and that the statements therein contained are true.

*John J. Mongello*  
Notary Public

(NOTARIAL SEAL)

JOHN J. MONGELLO  
Notary Public, State of New York  
(No. 2511100)  
Qualified to perform duties in Westchester County  
Commission Expires March 30 1977

31-64-10M-0.7M

STATE OF NEW YORK

COUNTY OF WESTCHESTER

No 1483

I, George R. Morrow, Jr., Clerk of the County of Westchester and Clerk of the Supreme Court and County Court in and for said County, the same being courts of record having a seal,

DO HEREBY CERTIFY, That *John J. Mongello* whose name is subscribed to the deposition, certificate of acknowledgment or proof of the annexed instrument, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York, duly commissioned and sworn and qualified to act as such in Westchester County and throughout said State; that pursuant to law a commission, or a certificate of official character, and an autograph signature of said NOTARY PUBLIC, have been filed in my office; that said NOTARY PUBLIC was duly authorized by the laws of the State of New York to administer oaths and affirmations, to certify the acknowledgment or proof of deeds and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in said State, to protest notes and to take and certify depositions; and that I am well acquainted with the handwriting of such Notary Public, or have compared the signature of said Notary Public on the annexed instrument with such Notary Public's autograph signature deposited in my office, and believe that the signature on the annexed instrument is genuine.

No notary seal required by the laws of the State of New York.

In Witness Whereof, I have hereto set my hand and affixed my official seal this

*George R. Morrow, Jr.* Day of *July* 197*6*  
County Clerk and Clerk of the Supreme Court and County Court, Westchester, N. Y.

2003

JUL 30-76 <sup>SEC-OF</sup> STATE 3473 AR\*\*\*\*\*35.00

*S/C.D.*

JUL 29 1976

*A.F./Jmm*

AMENDED PLAN OF MERGER

AMENDED PLAN OF MERGER dated July 28, 1976, by and between GARMAC COMPANY, INC., a Rhode Island corporation, (the surviving corporation) and LEWIS REALTY COMPANY also a Rhode Island corporation, (the merged corporation).

W I T N E S S E T H:

WHEREAS, Garmac Company, Inc. and Lewis Realty Company are corporations organized and existing under the laws of the State of Rhode Island, and

WHEREAS, each of the corporations have authorized and issued and outstanding capital stock as follows:

<u>Name of Company</u>	<u>Authorized Capital Stock</u>		<u>Issued and Outstanding Capital Stock</u>	
	<u>Common</u>	<u>Preferred</u>	<u>Common</u>	<u>Preferred</u>
Garmac Company, Inc.	1,000 sh.	200 sh.	500 sh.	none
Lewis Realty Company	100 sh.	500 sh.	100 sh.	157 sh.

WHEREAS, the respective Board of Directors of each of the above-named corporations have deemed it advisable that Lewis Realty Company be merged into Garmac Company, Inc. under the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger, and

WHEREAS, a Plan of Merger dated May 5, 1976, merging Lewis Realty Company into Garmac Company, Inc. was adopted by the respective companies and Articles of Merger effectuating the same were filed in the office of the Secretary of State on June 1, 1976, effective at the start of business on June 1, 1976, and

WHEREAS, no further steps have been taken to effectuate said merger and the exchange of shares contemplated thereby, and

WHEREAS, it is now desired to amend said Plan of Merger to provide as set forth hereinafter, and

WHEREAS, the respective Board of Directors of each of the above-named corporations have approved the terms and conditions hereinafter set forth and have adopted and approved this amended Plan of Merger;

NOW, THEREFORE, it is agreed that, pursuant to the provisions of Chapter 7-1.1 of the General Laws of Rhode Island 1956, as amended, subject to the conditions hereinafter set forth Lewis Realty Company shall be merged into Garmac Company, Inc. which shall be the surviving corporation, and that the plan, terms and conditions of such merger shall be as hereinafter set forth.

1. EFFECTIVE DATE: The merger shall become effective at the start of business on June 1, 1976.

2. MERGER: At the effective date Lewis Realty Company shall be merged into Garmac Company, Inc., the separate existence of Lewis Realty Company shall cease and Garmac Company, Inc. shall continue to exist by virtue of and governed by the laws of the State of Rhode Island and shall be known by its present name, Garmac Company, Inc. After the effective date, the surviving corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the merged corporation, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporation shall not revert or be in any way impaired by reason of such merger. Such surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the corporation so merged; and any claim existing or action or proceeding pending by or against such corporation may be prosecuted as if such merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger.

### 3. ARTICLES OF INCORPORATION AND BYLAWS:

(a) As of the effective date of merger, Article FIFTH of the Articles of Incorporation of Garmac Company, Inc. shall be amended to read as follows:

"ARTICLE NO. FIFTH: The total amount of authorized capital stock of said corporation with par value shall be Eight Hundred Thousand Dollars (\$800,000.00) as follows, viz.: preferred stock in the amount of Eight Hundred Thousand Dollars (\$800,000.00) to be divided into eight thousand (8,000) shares of the par value of One Hundred Dollars (\$100.00) each.

The total number of shares of capital stock authorized without par value shall be one thousand (1,000) shares as follows, viz.: one thousand (1,000) shares of common stock without par value.

The preferred and common stock herein authorized may be issued from time to time in such amounts and proportions and, subject to the provisions of this Article FIFTH of these Articles of Incorporation under such conditions and on such terms and for such purposes and with respect to the no par value common stock at such prices as shall be determined by the Board of Directors of said corporation and as may be permitted by law.

The preferred and common stock shall have the following respective rights, preferences, voting powers, restrictions and qualifications:

#### PREFERRED STOCK

1. Dividend Rights. The holders of the preferred stock shall be entitled to receive out of the funds of the corporation lawfully available for dividends under the Rhode Island Business Corporation Act, if, when, and as declared by the Board of Directors in its discretion, noncumulative dividends at the rate of Six Dollars (\$6.00) per share per annum and no more, payable under such date or dates as the Board of Directors shall determine before any dividends shall be declared or paid upon or set apart for or other distribution shall be ordered or made in respect of any other stock of the corporation. Such dividends on each share of the preferred stock shall, however, be noncumulative so that if in any year dividends amounting to Six Dollars (\$6.00) per share shall not be declared on the outstanding preferred stock, whether or not in any such year there shall be net income available for the payment of such dividends, the holder of such preferred stock shall not be entitled to receive thereafter any further dividends for said year with respect to such stock.

2. Liquidation Rights and Preferences. In the event of any liquidation, dissolution or winding up of the corporation, resulting in any distribution of its assets to its stockholders, the holders of the preferred stock shall be entitled to receive for each share thereof out of the assets of the corporation, whether from capital, surplus or earnings, available for distribution to its stockholders, an amount equal to One Hundred Dollars (\$100.00) per share, together with an amount equal to all dividends previously declared but remaining unpaid thereon, before any distribution of assets of the corporation shall be made to the holders of the common stock of the corporation, but the holders of the preferred stock shall be entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of the full preferential amounts aforesaid, then the entire assets of the corporation available for distribution to stockholders shall be distributed ratably among the holders of the preferred stock in proportion to the full preferential amounts to which they are respectively entitled.

3. Purchase. The corporation shall have the right to purchase all or any part of its outstanding preferred stock at any time and from time to time at a price or prices not in excess of the par value thereof plus all dividends previously declared but remaining unpaid thereon. Such purchases may be effected in the open market, at private sale, or upon call for tender as the Board of Directors in its sole discretion shall determine and under such rules and regulations, if any, as it may establish.

4. Voting Rights. None of the holders of preferred stock shall have any voting powers for any purposes, except as may be specifically required by statute.

#### COMMON STOCK

1. Dividends. After full dividends for the current year at the rate of 6 percent (6%) per annum shall have been paid to or set apart for the holders of the preferred stock, then out of any funds lawfully available therefore, dividends may be paid on the common stock, if, when and as declared by the Board of Directors in its discretion.

2. Distribution of Assets. In the event of any liquidation, dissolution or winding up of the corporation or any reduction of its capital, resulting in a distribution of its assets to its shareholders, after there shall have been paid to or set apart for the holders of the preferred stock the full amounts to which they are entitled under the provisions of this Article FIFTH, the holders of the common stock shall be entitled to receive as a class, pro rata, the remaining assets of the corporation available for distribution to its shareholders.

3. Voting Rights. At all meetings of the stockholders of the corporation, the holders of the common stock shall be entitled to one vote for each share of common stock held by them, except as herein otherwise expressly provided. None of the holders of the preferred stock shall have any voting powers for any purposes, except as may be specifically required by statute.

(b) The bylaws of Garmac Company, Inc. as of the effective date of merger shall continue to be the bylaws of the surviving corporation until further amended in accordance with the provisions thereof and applicable law and for all purposes shall be deemed to be the bylaws adopted by the stockholders of the surviving corporation.

4. OFFICERS AND DIRECTORS: On the effective date the Officers and Directors of the surviving corporation shall be as follows:

Gardner L. Grant	President and Director	16 Lincoln Road Scarsdale, New York
Miriam G. Grant	Vice President and Director	90 Hazard Avenue Providence, Rhode Island
Gardner L. Grant	Treasurer	16 Lincoln Road Scarsdale, New York
Walter F. Gibbons	Assistant Treasurer and Director	28 Narragansett Bay Avenue Warwick, Rhode Island
Beatrice Friedman	Secretary	680 Ridgeway White Plains, New York
Roberta G. Joslin	Assistant Secretary and Director	Mulberry Road Bristol, Rhode Island
Arlene Durfee	Director	35 Magnolia Street Rumford, Rhode Island



5. CONVERSION OF SHARES:

(a) The estate of Max L. Grant, the owner of one hundred (100) shares of the issued and outstanding common stock of the merged corporation, representing all of the issued and outstanding common stock, shall receive in exchange therefore six thousand two hundred fifty-six (6,256) shares of the preferred stock of the surviving corporation.

(b) The holders of the preferred stock of Lewis Realty Company other than the surviving company, constituting in the aggregate one hundred thirty-five (135) shares, shall be entitled to receive in exchange therefore one thousand four hundred forty (1,440) shares of the preferred shares of Garmac Company, Inc. The preferred shares of Lewis Realty Company owned by Garmac Company, Inc., constituting twenty-two (22) shares, shall be surrendered and no shares shall be issued in exchange therefore.

(c) The shares of stock of Lewis Realty Company surrendered in the exchange herein provided for shall thereupon be cancelled.

6. FURTHER ACTS OR DOINGS: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the surviving corporation, the title to any property of Lewis Realty Company acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the proper officers and directors of Lewis Realty Company and the proper officers and directors of the surviving corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of Lewis Realty Company, or otherwise to vest, perfect or confirm title to such property in the surviving corporation, and otherwise carry out the purposes of this Plan of Merger.