

Filing Fee: \$50.00

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

**POWER EQUIPMENT CO.**

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)

See Plan of Merger attached hereto as Exhibit A and incorporated herein by reference.

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>
Power Equipment Co.	57	No Par Common	57
F. S. Toher Associates Company	300	\$1 Par Common	300

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>Number of Shares</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>
Power Equipment Co.	57	-0-	No Par Common	57	-0-
F. S. Toher Associates Company	300	-0-	\$1 Par Common	300	-0-

FOURTH: Time merger to become effective (§ 7-1.1-69): January 1, 1983

Dated December 31, 1982

Power Equipment Co.  
 By *[Signature]*  
 Its President  
 and *[Signature]*  
 Its Secretary  
 F. S. Toher Associates Company  
 By *[Signature]*  
 Its President  
 and *[Signature]*  
 Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day of  
December 19 82, before me personally appeared F. Stephen  
Toher, who being by me first duly sworn, declared that he is  
the President of Power Equipment Co.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

*Edward O. Deldate*

Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 31st day of  
December 19 82, before me personally appeared F. Stephen  
Toher, who being by me first duly sworn, declared that he is  
the President of F. S. Toher Associates Company,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

*Edward O. Deldate*

Notary Public

(NOTARIAL SEAL)

.....5000  
-24B 3975A & 5000B

JAN 24 1983

*[Handwritten signature]*

## EXHIBIT A

### PLAN OF MERGER

This Plan of Merger ("Plan") is entered into as of the 30th day of December, 1982, between Power Equipment Co., a Rhode Island corporation (hereinafter called "Power"), and F. S. Toher Associates Company, a Rhode Island corporation (hereinafter called "Associates").

### PURPOSE

The purpose of this Plan is to merge Power and Associates, which have the same ownership (with F. Stephen Toher of Scituate, Rhode Island owning all of the issued and outstanding stock of each corporation), into a single corporation in accordance with the procedures and law of the State of Rhode Island.

Therefore, Power and Associates agree as follows:

1. When this Plan has been approved by the Directors and Shareholders of Power and Associates and Articles of Merger executed, all as provided in Chapter 1.1 of Title 7 of the General Laws of Rhode Island, then, as of January 1, 1983, Associates shall be merged into Power by the transfer to Power of all of the assets of Associates, subject to all of its liabilities and obligations which liabilities and obligations Power shall assume, in complete cancellation of all the capital stock of Associates. The "effective date of the merger" shall be the later of (1) the date and time when these steps shall be completed or (2) January 1, 1983. Upon such approval, Articles of Merger shall be executed in duplicate by Power and Associates and filed with the Office of the Rhode Island Secretary of State in the manner provided in Section 7-1.1-68 of the General Laws of Rhode Island.
2. The name of the surviving corporation shall be Power Equipment Co. (hereinafter called the "Surviving Corporation").
3. The number of shares of the capital stock of the Surviving Corporation is 600 shares of common stock of no par value, of which 57 shares are issued and outstanding. The capital stock of Associates shall be completely cancelled, and that of Power shall be unaffected, by the merger.
4. On the effective date of the merger, the bylaws of Power shall be the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof.
5. The number, names and post office addresses of the first Directors and Officers of the Surviving Corporation, who shall hold office until their successors are chosen or appointed according to the bylaws of the Surviving Corporation, are:

DIRECTORS:

F. Stephen Toher, Plainfield Pike, Box 62, Scituate, Rhode Island

Marilyn E. Toher, Plainfield Pike, Box 62, Scituate, Rhode Island

OFFICERS:

F. Stephen Toher, President and Treasurer (address above)

Marilyn E. Toher, Secretary (address above)

6. On the effective date of the merger, Power and Associates shall cease to exist separately and, in accordance with the provisions of Rhode Island law, they shall become merged, possessing all the rights, privileges, powers of franchises and being subject to all their restrictions, disabilities and duties of each of such corporations so merged.

IN WITNESS WHEREOF, Power Equipment Co. and F. S. Toher Associates Company have caused this instrument to be executed in their corporate names by their respective officers duly authorized all as of the day and year first above written.

Power Equipment Co.

By:   
F. Stephen Toher, President

F. S. Toher Associates Company

By:   
F. Stephen Toher, President