

Filing fee: ~~\$20.00~~^{50.00}

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

CONTRACT LOAN COMPANY

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 Between Quick Crete Corporation
and
Contract Loan Company

1. Pursuant to the provisions of Section 7-1.1-65 of the Rhode Island business corporation act, as amended, Quick Crete Corporation, a Rhode Island corporation, shall be merged with and into Contract Loan Company, a Rhode Island corporation, which shall be, and is hereafter called, the surviving corporation.
2. Upon the merger becoming effective, Quick Crete Corporation shall cease to exist and the surviving corporation shall be called "Contract Loan Company" and shall possess all the rights, privileges, immunities and franchises and all the property, real, personal and mixed, and all the debts, accounts, other choses in action and all other interests of each of the merging corporations without further act or deed. The surviving corporation shall be responsible and liable for all the liabilities and obligations of each of the merging corporations.
3. The articles of incorporation and the by-laws of Contract Loan Company as existing and constituted immediately prior to the effective date of merger shall be and constitute the articles of incorporation and bylaws of the surviving corporation.
4. The directors and officers of Contract Loan Company immediately prior to the effective date of merger shall be the directors and officers of the surviving corporation.
5. Each share of common stock, \$100 par value, of Quick Crete Corporation shall be converted into $2 \frac{1}{3}$ shares of common stock, no par value, of the surviving corporation and the surviving corporation shall issue to each holder of such common stock a certificate representing the whole number of shares of common stock of the surviving corporation to which such holder may be entitled.
6. Each share of common stock, no par value, of Contract Loan Company which is issued and outstanding on the effective date of the merger shall continue to be one share of the surviving corporation's common stock, with all the same rights and restrictions.
7. Any shares of the common stock, no par value, of the surviving corporation remaining unissued after the conversion of the common stock of the merging corporation shall constitute authorized, but unissued, shares of common stock, no par value, of the surviving corporation.
8. This Plan of Merger has been approved by the stockholders of each merging corporation, as provided by the laws of the State of Rhode Island.

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> |
| Quick Crete Corporation | 535 | Common (\$100 par value) | 535 |
| Contract Loan Company | 500 | Common (No par) | 500 |

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> |
| Quick Crete Corporation | 535 | None | Common (\$100 par) | 535 | None |
| Contract Loan Company | 500 | None | Common (no par) | 500 | None |

FOURTH: Time merger to become effective (§ 7-1.1-69): September 30, 1972

Dated December 12, 1972

Quick Crete Corporation
 By *Kud Blawie*
 Its President
 and *Kud Blawie*
 Its Secretary
 Contract Loan Company
 By *Kud Blawie*
 Its President
 and *John W. Smith*
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Providence in said County on the 12th day of December 19 72, before me personally appeared Kirke B. Everson, Jr., who being by me first duly sworn, declared that he is the President of Quick Crete Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Handwritten Signature]
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Providence in said county on the 12th day of December 19 72, before me personally appeared Kirke B. Everson, Jr., who being by me first duly sworn, declared that he is the President of Contract Loan Company, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Handwritten Signature]
Notary Public

(NOTARIAL SEAL)

✓

101

33

13-77 514 00***50.00

DEC 18 1972

JK

U:

0