

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

N. J. ADAMS, ASSOCIATES, 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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
(1) JENCKES MACHINE CO.	1000 600	(NOT APPLICABLE)	
(2) TEJAX ENGINEERING CORPORATION	2500 1463	(NOT APPLICABLE)	
(3) N.J. ADAMS, ASSOCIATES, INC.	3000	(NOT APPLICABLE)	

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:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
(1) JENCKES MACHINE CO.	600	0	(NOT APPLICABLE)		
(2) TEJAX ENGINEERING CORPORATION	1463	0	(NOT APPLICABLE)		
(3) N.J. ADAMS, ASSOCIATES, INC.	3000	0	(NOT APPLICABLE)		

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

December 22, 1975 at 2:00 P.M.

Dated December 22, 1975

N.J. ADAMS, ASSOCIATES, INC.

BY [Signature]
President
BY [Signature]
Secretary

JENCKES MACHINE CO.

By [Signature]
Its President

and [Signature]
Its Secretary

TEJAX ENGINEERING CORPORATION

By [Signature]

Its President
and [Signature]

Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

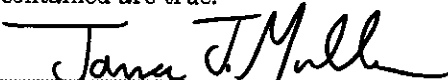
At Providence in said County on the 22nd day of
December 1975, before me personally appeared NORMAN J. ADAMS
~~and JAMES ZIXMFKENX~~, who being by me first duly sworn, declared that he is
the President of JENCKES MACHINE CO. & TEJAX ENGINEERING,
that he signed the foregoing document as such President CORPORATION
of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 22nd day of
December 1975, before me personally appeared NORMAN
J. ADAMS, who being by me first duly sworn, declared that he is
the President of N. J. ADAMS, ASSOCIATES, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

President
LENOKES MACHINE CO. & TELAX ENGINEERING
CORPORATION
NORMAN J. ADAMS
22nd

President
XXXXXXXXXXXXXXXXXXXX
December
Providence
PROVIDENCE
785

President
N. J. ADAMS, ASSOCIATES, INC.
NORMAN
22nd

President
J. ADAMS
December
Providence
PROVIDENCE
75

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PLAN AND AGREEMENT
OF MERGER

PLAN AND AGREEMENT made and entered into this 22nd day of December, 1975, by and among N. J. ADAMS, ASSOCIATES, INC., a Rhode Island corporation (hereinafter sometimes referred to as "ADAMS" or the "surviving corporation"), and JENCKES MACHINE CO. and TEJAX ENGINEERING CORPORATION, both Rhode Island corporations (hereinafter sometimes referred to as "JENCKES", "TEJAX" or the "merging corporations").

W I T N E S S E T H :

WHEREAS, the parties hereto deem it to be for their common interests that all of their property and rights should be held, owned and operated by one corporation; and

WHEREAS, ADAMS was originally incorporated with a capitalization of EIGHT THOUSAND (8,000) shares, ~~no~~ ^{\$1.00} par common stock, of which THREE THOUSAND (3,000) shares are issued and outstanding and all of which shares are owned legally and beneficially by Norman J. Adams; and

WHEREAS, JENCKES was originally incorporated with a capitalization of ~~ONE THOUSAND~~ (1,000) shares, no par common stock, of which ~~SIX HUNDRED~~ (600) shares are issued and outstanding and all of which shares are owned legally and beneficially by ADAMS; and

WHEREAS, TEJAX was originally incorporated with a capitalization of TWO THOUSAND FIVE HUNDRED (2,500) shares, no par common stock, of which ~~ONE THOUSAND FOUR HUNDRED~~ ^{SIXTY THREE} (1,463) shares are issued and outstanding and all of which shares are owned

legally and beneficially by ADAMS; and

WHEREAS, the Board of Directors of the surviving and merging corporations respectively have today passed resolutions (a) providing that the merger shall be accomplished, and (b) authorizing the execution of this Plan and Agreement for the purpose and object of effecting such merger (subject, however, to ratification by the stockholders of the respective parties at special stockholder meetings to be called for the purpose of approving the merger and authorizing the proper officers of each of the parties to execute and file this Plan and Agreement and Articles of Merger in accordance with the laws of the State of Rhode Island).

NOW THEREFORE, the parties agree as follows:

1. If the said stockholders shall vote their approval of this Plan and Agreement and said Articles of Merger, JENCKES and TEJAX shall be merged into ADAMS so as to be one corporation at 2:00 P.M. on Monday, December 22, 1975, which date shall be the effective date of the merger. ✓

2. The name of the surviving corporation shall be "N. J. ADAMS, ASSOCIATES, INC.", this also being the name of said corporation prior to merger. ✓

3. The purposes of the surviving corporation after merger shall be:

"1. To do a wholesale manufacturing business, and to buy, sell and deal in, at wholesale and retail, all kinds of manufactured and unmanufactured products.

"2. To engage in any and all lawful acts or activities for which corporations may be organized under the Rhode Island Business

Corporation Act; and to do any and all things and exercise any and all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do or to exercise under the laws of the State of Rhode Island."

4. The number of directors of the surviving corporation shall be at least one (1).

5. The number of shares of capital stock of the surviving corporation after merger shall be EIGHT THOUSAND (8,000) shares, ^{\$1.00} ~~no~~ par common stock, this being the number of common shares originally authorized for the surviving corporation prior to merger.

6. The terms upon which said merger shall take place shall be as follows:

- (a) All shares of stock and the certificates thereof issued by JENCKES and TEJAX shall be surrendered and cancelled.
- (b) ONE (1) share of the surviving corporation shall be issued for every ONE (1) share of JENCKES and TEJAX so surrendered and cancelled, and will be held by ADAMS in its treasury.
- (c) Without further action, each certificate of stock of ADAMS issued prior to merger shall for all purposes be conclusively deemed to evidence the ownership of the like number of capital common stock of ADAMS after the merger.

7. The surviving corporation shall possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the merging corporations, 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 the corporation so merged shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any real estate or any interest therein vested in such corporation shall not revert or be in any way impaired by reason of such merger.

8. The surviving corporation shall henceforth be responsible and liable for all the liabilities and obligations of the merging corporations, and any claim existing or action or proceeding pending by or against any of such merging corporations may be prosecuted as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any merging corporation shall be impaired by such merger.

9. Without limiting the foregoing, such merger shall have the effect set forth in Section 7-1.1-69 of the Rhode Island Business Corporation Act.


IN WITNESS WHEREOF, the parties have hereunto caused this Plan and Agreement of Merger to be executed by their respective officers thereunto duly authorized this 22nd day of December, 1975.

N. J. ADAMS, ASSOCIATES, INC.

BY

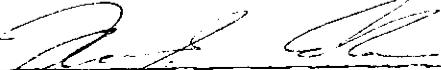

President

BY



Secretary

JENCKES MACHINE CO.

BY


President

BY


Secretary

TEJAX ENGINEERING CORPORATION

BY


President

BY


Secretary