

ARTICLES OF MERGER
OF AND BETWEEN

R. J. CORMAN EQUIPMENT COMPANY, LLC
A Kentucky Limited Liability Company

AND

R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC
A Rhode Island Limited Liability Company

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Pursuant to the provisions of KRS 275.360 and Rhode Island Code § 7-16-60 R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company, Kentucky Entity ID No. 058024, and R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC, a Rhode Island limited liability company, Rhode Island Entity ID No. 000160125, do hereby set forth Articles of Merger, as follows:

ARTICLE 1.

The name and jurisdiction of formation or organization of each constituent business entity which is to merge are R. J. EQUIPMENT COMPANY, LLC, which is organized under the laws of the Commonwealth of Kentucky, and R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC, which is organized under the laws of the State of Rhode Island.

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ARTICLE 2.

A true and correct copy of the Plan of Merger is attached hereto as Exhibit A and is incorporated by reference herein.:

ARTICLE 3.

The effective date of the merger shall be the date on which these Articles of Merger have been filed both in the office of the Kentucky Secretary of State and in the office of the Rhode Island Secretary of State.

ARTICLE 4.

The identity of the surviving business entity is R. J. CORMAN EQUIPMENT COMPANY, LLC, and it is organized under the laws of the Commonwealth of Kentucky. The name of that entity will not change as a result of the merger.

ARTICLE 5.

The Plan of Merger was duly authorized, approved and executed by each constituent entity in accordance with KRS 275.350, the manner prescribed under the laws of the Commonwealth of Kentucky under which R. J. CORMAN EQUIPMENT COMPANY, LLC, is organized, and in

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accordance with Rhode Island Code §§ 7-16-21 and 7-16-61, the manner prescribed under the laws of the State of Rhode Island, under which R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC, is organized.

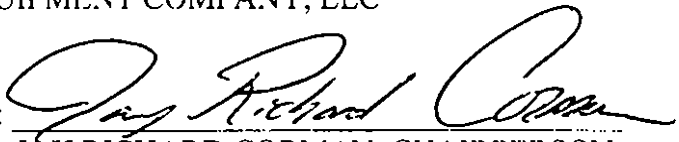
ARTICLE 6.

R. J. CORMAN EQUIPMENT COMPANY, LLC, which is organized under the laws of the Commonwealth of Kentucky and is not authorized to do business in the State of Rhode Island hereby agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger; (ii) irrevocably appoints the Rhode Island Secretary of State as its agent to accept service of process in any action, suit or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Rhode Island Secretary of State is:

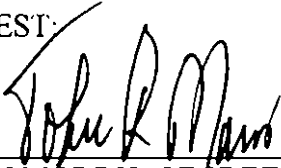
R. J. CORMAN EQUIPMENT COMPANY, LLC
c/o: David R. Irvin, Registered Agent
110 North Main Street
Nicholasville, Kentucky 40356

In witness of which the surviving limited liability company has executed these Articles of Merger this 20th day of February, 2019.

THE RICHARD J. CORMAN LIVING TRUST,
ACTING AS THE SOLE MEMBER AND
MANAGER OF R. J. CORMAN RAILROAD
GROUP, LLC, IN ITS CAPACITY AS THE SOLE
MEMBER AND MANAGER OF R. J. CORMAN
EQUIPMENT COMPANY, LLC

BY: 
JAY RICHARD CORMAN, CHAIRPERSON
OF THE TRUSTEES OF SAID TRUST

ATTEST:

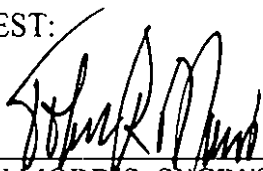


JOHN MORRIS, SECRETARY OF THE
TRUSTEES OF SAID TRUST

THE RICHARD J. CORMAN LIVING TRUST,
ACTING IN ITS CAPACITY AS THE SOLE
MEMBER AND MANAGER OF R. J. CORMAN
RHODE ISLAND EQUIPMENT COMPANY, LLC

BY: 
JAY RICHARD CORMAN, CHAIRPERSON
OF THE TRUSTEES OF SAID TRUST

ATTEST:



JOHN MORRIS, SECRETARY OF THE
TRUSTEES OF SAID TRUST

PLAN OF MERGER OF AND BETWEEN
R. J. CORMAN EQUIPMENT COMPANY, LLC

AND

R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC

This is a Plan of Merger, dated this 20th day of February, 2019, entered into pursuant to the provisions of KRS 275.355 and Rhode Island Code § 7-16-60 by and between R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company (sometimes "RJCEC") and R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC, a Rhode Island limited liability company (sometimes "RJCRIEC") (collectively the "Parties").

1. The names of each constituent business entity that is a party to the merger are R. J. CORMAN EQUIPMENT COMPANY, LLC, and R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC. R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC, proposes to merge into R. J. CORMAN EQUIPMENT COMPANY, LLC, LLC, such that the entity presently named R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company, is the surviving business entity.

2. The terms and conditions of the proposed merger are that:

(A) All of the one hundred (100) issued and outstanding ownership units of RJCRIEC, as the same are presently owned by The Richard J. Corman Living Trust, will be exchanged for one hundred (100) ownership units to be newly issued by RJCEC, such that, upon consummation and closing of the merger RJCEC will have two hundred (200) issued and outstanding ownership units all of which will be owned by R. J. CORMAN RAILROAD GROUP, LLC, a Kentucky limited liability company, and such that RJCEC

remains a wholly owned subsidiary of said entity and the sole member of said entity remains The Richard J. Corman Living Trust.

(B) The merger will be effective immediately upon the date on which the Articles of Merger required to be filed with the Kentucky Secretary of State pursuant to KRS 275.360, and required to be filed with the Rhode Island Secretary of State pursuant to Rhode Island Code § 7-16-62 have been so filed.

(C) To the extent that the merger or any act required or contemplated by this Plan of Merger may be otherwise inconsistent with the Operating Agreements of RJCEC, RJCRIEC, said Operating Agreements are amended hereby, and the provisions of this Plan of Merger are incorporated into said Operating Agreements as if set out at length therein.

(D) Limited liability is retained by R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company, as the surviving business entity.

(E) The name of R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company, as the surviving business entity, will not change as a result of the merger.

(F) R. J. CORMAN EQUIPMENT COMPANY, LLC, a Kentucky limited liability company, as the surviving business entity will not be authorized to do business in the State of Rhode Island and instead will agree that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger; (ii) irrevocably appoints the Rhode Island Secretary of State as its agent to accept service of process in any action, suit or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Rhode Island Secretary of State is:

R. J. CORMAN EQUIPMENT COMPANY, LLC

c/o: David R. Irvin, Registered Agent
110 North Main Street
Nicholasville, Kentucky 40356

3. The manner and basis of converting the interests in each limited liability company (there being no other business entity that is a party to the merger) into ownership interests of the surviving entity is as set out in Subsection 2 (A), above.

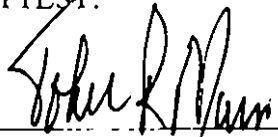
4. By executing this Agreement and Plan of Merger the Members of the entities shown below hereby signify their approval and adoption of and their agreement to the same.

Executed this 20th day of February, 2019.

THE RICHARD J. CORMAN LIVING TRUST,
ACTING AS THE SOLE MEMBER OF R. J.
CORMAN RAILROAD GROUP, LLC, THE SOLE
MEMBER OF R. J. CORMAN EQUIPMENT
COMPANY, LLC

BY: 
JAY RICHARD CORMAN, CHAIRPERSON

ATTEST:



JOHN MORRIS, SECRETARY

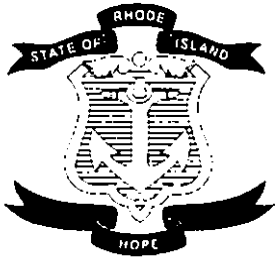
THE RICHARD J. CORMAN LIVING TRUST,
ACTING AS THE SOLE MEMBER OF R. J.
CORMAN RHODE ISLAND EQUIPMENT
COMPANY, LLC

BY: 
JAY RICHARD CORMAN, CHAIRPERSON

ATTEST:



JOHN MORRIS, SECRETARY



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

I.D.# 160125

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R J CORMAN RHODE ISLAND EQUIPMENT COMPANY LLC
ATTN: PATRICK JOHNSON
PO BOX 788
NICHOLASVILLE, KY 40340-0788

LETTER OF GOOD STANDING

It appears from our records that **R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **R. J. CORMAN RHODE ISLAND EQUIPMENT COMPANY, LLC** is in good standing with the Rhode Island Division of Taxation as of **05/14/2019**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

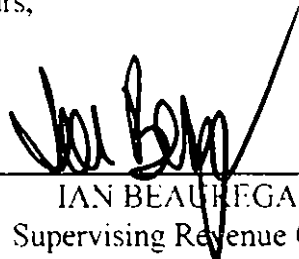
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:


MERGER OF CORPORATIONS RI NON-SURVIVOR

This letter of good standing is valid only for the specific reason listed above and is not valid for any other reason(s).

Very truly yours,



IAN BEAUFEGARD
Supervising Revenue Officer



Neena Savage
Tax Administrator

467088295:14996071
DLN: 10005405304



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

June 06, 2019 10:23 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

