



DEPARTMENT OF STATE

*To all whom these presents shall come, Greetings:*

The Secretary of State of the State of California hereby certifies:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that the same is full, true and correct.



DATED:

APR 23 1970

*H. P. Sullivan*

H. P. Sullivan, Secretary of State

## CERTIFICATE OF OWNERSHIP

MERGING OF

GANDY-McAULEY, INC.

INTO

GREYHOUND LEASING &amp; FINANCIAL CORPORATION

ENDORSED  
FILED  
In the office of the Secretary of State  
FRANKLIN  
DEC 27 1959  
of State  
Dep.

Greyhound Leasing & Financial Corporation, (hereinafter referred to as "Greyhound"), a corporation incorporated and existing under the laws of the State of California, does hereby certify:

FIRST: This corporation owns all of the outstanding stock of Gandy-McAuley, Inc., (hereinafter referred to as "G-M"), a corporation organized and existing under the laws of the State of Texas, which laws permit the merger of a subsidiary corporation organized thereunder into a parent corporation organized and existing under the laws of another state in the manner permitted by Section 4124 of the Corporations Code of the State of California.

SECOND: The resolution adopted by a majority of the board of directors of this corporation to merge said G-M into this corporation and to assume all of the obligations of said G-M is in the following words, to wit:

WHEREAS this corporation owns all the outstanding stock of Gandy-McAuley, Inc., a corporation organized and existing under the laws of the State of Texas, and

WHEREAS this corporation desires to merge into itself the said Gandy-McAuley, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation, and the documentation and filing of such merger to be completed within sixty (60) days from the date hereof.

WHEREAS, in the judgment of this Board of Directors it is advisable and for the best interests of this corporation that Gandy-McAuley, Inc. be merged into this corporation,

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NOW, THEREFORE, BE IT:

RESOLVED that this corporation shall merge into itself, and it shall merge into itself said Gandy-McAuley, Inc. and thereby assume all of the liabilities and obligations of Gandy-McAuley, Inc. and the documentation, filing and consummation of such merger shall be completed within sixty (60) days from the date hereof; and

FURTHER RESOLVED that the agreement of merger, setting forth the plan of merging said Gandy-McAuley, Inc. into this corporation and setting forth the terms and conditions of the merger, be and it hereby is approved and the President and any Assistant Secretary, be and they hereby are authorized and directed to sign and acknowledge the said agreement of merger submitted to this meeting on behalf of this corporation; and

FURTHER RESOLVED that the President and any Assistant Secretary of this corporation be and they hereby are directed (1) to make and execute a certificate of ownership setting forth a copy of this resolution to merge said Gandy-McAuley, Inc. into this corporation, (2) assume the liabilities and obligations of Gandy-McAuley, Inc. as of the date of this adoption of said merger, (3) to file said certificate of ownership in the office of the Secretary of State of California in the manner required by Section 4124 of the Corporations Code of California; and, (4) to file certified copies thereof in the manner required by said Section 4124; and,

FURTHER RESOLVED that the President and any Assistant Secretary of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of California, which may in anyway be necessary or proper to effect said merger; and

FURTHER RESOLVED that effective on the date that the aforesaid merger is consummated and all required filings have occurred, the following offices of the Gandy-McAuley Division of this Corporation shall be created, and shall be held by the following persons until such time as the next regularly scheduled election has occurred and the nominees thereunder have been duly qualified to take office:

President	-	James A. McAuley
Vice President and Controller	-	Bernard A. Roth
Secretary	-	Ernest E. Specks
Treasurer	-	William A. Roever
Assistant Secretary	-	Ernest R. Stent
Assistant Secretary	-	Martin G. Roth

THIRD: The meeting of the board of directors of this corporation at which said resolution was adopted was held at New York, New York on the 19th day of November, 1969; at said meeting 7 directors voted in favor of said resolution, the authorized number of directors being 7, and 7 directors being present at the meeting.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 28<sup>th</sup> day of November, 1969.

GREYHOUND LEASING & FINANCIAL CORPORATION

By W. Carroll Bumpers  
W. Carroll Bumpers, President

By Martin G. Roth  
Martin G. Roth, Assistant Secretary

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STATE OF ILLINOIS )  
 ) SS  
 COUNTY OF COOK )

W. Carroll Bumpers and Martin G. Roth being first duly and severally sworn, each for himself, deposes and says: That he, the said W. Carroll Bumpers is President and that he, the said Martin G. Roth is Assistant Secretary of Greyhound Leasing & Financial Corporation, a corporation organized and existing under the laws of the State of California, that they have read the foregoing certificate and that the matters set forth in the said certificate are true of their own knowledge.

W. Carroll Bumpers  
 W. Carroll Bumpers, President

Martin G. Roth  
 Martin G. Roth, Assistant Secretary

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Subscribed and sworn to before  
 me this 28<sup>th</sup> day of November 1969.

\_\_\_\_\_  
 Notary Public

(SEAL)

My Commission Expires Sept. 15, 1972

ET Corp System  
 At 55 - 1/10  
 JAN - 2 1970  
 City & County of California, Cal.  
 RECORDS 520

The foregoing certificate of ownership is hereby approved  
 and executed this 10<sup>th</sup> day of December, 1969.

GANDY-McAULEY, INC.

James A. McAuley  
 James A. McAuley, President

(SEAL)

Ernest E. Specks  
 Ernest E. Specks, Secretary

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