The State of Alabama

DEPARTMENT OF STATE

I, MRS. AGNES BAGGETT, Secretary of State of the State of Alabama, do hereby certify that the pages hereto attached, contain a true, accurate and literal copy of Articles of Merger of Kockum Industries, Inc., into Soderhamn Machine Manufacturing Company, together with the Plan and Agreement of Merger between said corporations as filed in the office of Secretary of State of the State of Alabama on August 1, 1966.

as the same appears on file and of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, this 9th *day of* November *One Thousand Nine Hundred and* Sixty-six

Mrs. Agnes Baggett
Secretary of State.

ARTICLES OF MERGER

OF

KOCKUM INDUSTRIES, INC. into
Soderhamn Machine Manufacturing Company

The undersigned corporations, pursuant to Section 67 of the "Alabama Business Corporation Act", as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
KOCKUM INDUSTRIES, INC.	Pennsylvania
SODERHAMN MACHINE MANUFACTURING COMPANY	Alabama

ARTICLE TWO

The laws of Pennsylvania, the State under which such foreign corporation is organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be SODERHAMN MACHINE MANUFACTURING COMPANY and it shall be governed by the laws of the State of Alabama.

ARTICLE FOUR

The Plan of Merger adopted by both corporations is attached hereto and made a part of these Articles of Merger as Exhibit "1".

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ARTICLE FIVE

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
KOCKUM INDUSTRIES, INC.	1271	1271	None	None
SODERHAMN MACHINE MANUFACTURING COMPANY	5000	5000	None	None

ARTICLE SIX

As to each corporation, the number of shares voted for and against the Plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the Plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
KOCKUM INDUSTRIES, INC.	1271	None	None	None	None
SODERHAMN MACHINE MANUFACTURING COMPANY	5000	None	None	None	None

ARTICLE SEVEN

All provisions of the law of the State of Alabama and the State of Pennsylvania applicable to the proposed Merger have been complied with.

ARTICLE EIGHT

That paragraphs "2" and "4" of the Certificate of Incorporation of SODERHAMN MACHINE MANUFACTURING COMPANY, the surviving corporation, is amended so as to read as follows:

"2. The object of said corporation shall be to engage in the business of manufacturing, assembling and selling spherical tanks and other vessels of all kinds equipped for pneumatic unloading of dry cement and other pulverized and granulated products, trailers and trailer equipment and all other business incidental thereto; to manufacture, assemble, construct, repair, buy, sell, license, lease, deal in and deal with machinery of every kind and description of wood, metal, plastic, or fibre, and more particularly sawmill machinery, debarking machinery, agricultural machinery, dairy machinery, and any other kinds of machinery, and all parts thereof; and to acquire, hold, possess, and own letters patent of the United States and of any foreign country now or hereafter issued, or to acquire licenses under such patents, for the manufacture and sale of machinery or improvements thereon, or articles of any nature, and beneficially to use rights under such patents, by vending the said patents of rights and licenses thereon; to manufacture or assemble as herein specified, either directly or indirectly, either by contract with other corporations or with individuals; and to carry on a general manufacturing wholesale and retail merchandise business; to import or export any machinery or part thereof in connection with the operation of the general purposes thus indicated, and to purchase, lease, hold and convey all necessary property, real or personal, wherever the same may be situated, to be used in connection with the operation of said business; to purchase, lease, take in exchange, or otherwise acquire real estate or any interest in real estate in this State or elsewhere, together with any buildings or structures thereon, and to sell, lease or otherwise dispose of the whole or any portion of said real estate and to take security therefor; to operate, sell, mortgage, lease, or otherwise dispose of any property, real or personal, and to take mortgages and assignments of mortgages upon the same; to borrow money, issue notes, bonds, or other negotiable papers or mortgages; to pledge or otherwise transfer or convey real and personal property to secure the payment of money borrowed or any debts contracted; to hold common stock in any other corporation and to deal in common stock and securities of other corporations; to do and perform any acts of any kind whatsoever pursuant to and incidental to or necessary to the exercise and carrying into effect the powers herein named; to make and use a corporate seal and to alter the same at pleasure; to carry on any lawful business of any kind or nature whatsoever except those for which under the laws of the State of Alabama special charters are required.

4. The total amount of authorized stock of said corporation shall be \$1,500,000.-, of which amount the sum of \$1,500,000.- shall be paid in with which to begin business, which stock shall be divided into 5000 shares of the par value of \$300. each."

ARTICLE NINE

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Alabama:

1. The surviving corporation may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Alabama which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Alabama against the surviving corporation;

2. The Secretary of State of the State of Alabama shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is King Street and Cochran Avenue, Talladega, Alabama.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 26th day of July, 1966.

KOCKUM INDUSTRIES, INC.

By: Homer E. Kroger
President

and [illegible signature]
Secretary

SODERHAMN MACHINE MANUFACTURING COMPANY

By: Tom B. [illegible signature]
President

and [illegible signature]
Secretary

STATE OF NEW YORK)
) ss.:-
COUNTY OF NEW YORK)

I, William E. Carpenter, a Notary Public in and for said State and County do hereby certify that HOMER E. KNOPP and GEORGE W. KELLERMANN, whose names as President and Secretary of KOCKUM INDUSTRIES, INC., a corporation, are signed to the foregoing instrument and who are known to me, have acknowledged before me this day that being informed of the contents of said instrument, they as such officers and with full authority executed the same voluntarily, for and as the act of said corporation.

Given under my hand and notarial seal this 29th day of July, 1966.

William E. Carpenter
Notary Public
WILLIAM E. CARPENTER
Notary Public, State of New York
No. 52-[illegible]
Qualified in Suffolk County
Cert. filed with N. Y. Co. Clerk
Commission Expires March 30, 1967

STATE OF ALABAMA)
) ss.:-
COUNTY OF TALLADEGA)

I, [illegible], a Notary Public in and for said State and County do hereby certify that TOM B. RICHARDSON, JR. and JAMES R. RICHARDS, whose names as President and Secretary of SODERHAMN MACHINE MANUFACTURING COMPANY, a corporation, are signed to the foregoing instrument and who are known to me, have acknowledged before me this day that being informed of the contents of said instrument, they as such officers and with full authority executed the same voluntarily, for and as the act of said corporation.

Given under my hand and notarial seal this 26th day of July, 1966.

[illegible]
Notary Public

Plan and Agreement of Merger, dated July 26th, 1966 between SODERHAMN MACHINE MANUFACTURING COMPANY, an Alabama corporation (hereinafter sometimes referred to as "SODERHAMN"), and KOCKUM INDUSTRIES, INC., a Pennsylvania corporation (hereinafter sometimes referred to as "KOCKUM").

W I T N E S S E T H :

WHEREAS, SODERHAMN is a corporation organized and existing under the laws of the State of Alabama, having been incorporated on August 12, 1951, and has an authorized capital stock consisting of 5000 shares of common stock, par value $100. per share, all of which shares are validly issued and are now outstanding; and

WHEREAS, KOCKUM is a corporation originally organized under the name of INTERCONSULT MANUFACTURING COMPANY and existing under the laws of the State of Pennsylvania, having been incorporated on April 4, 1961, (the said INTERCONSULT MANUFACTURING COMPANY having validly changed its name to KOCKUM INDUSTRIES, INC. on June 15, 1966), and has an authorized capital stock consisting of 1500 shares of common stock, par value $100. per share, of which 1271 shares are validly issued and are now outstanding; and

WHEREAS, the Boards of Directors of SODERHAMN and KOCKUM, respectively, deem it desirable and in the best interests of the corporations and their stockholders, by reason of greater efficiency and economy in the management and the conduct of the business, that KOCKUM be merged into SODERHAMN and the corporations, respectively, desire they so merge under and pursuant to the applicable laws of the State of Alabama and the State of Pennsylvania relating to mergers;

Exhibit "A"

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. MERGER. As soon as all the following events shall have happened, viz.:

(a) this Agreement shall have been adopted and approved by the votes of the holders of the common stock of SODERHAMN and the common stock of KOCKUM at separate meetings of the stockholders of SODERHAMN, on the one hand, and of the stockholders of KOCKUM, on the other, in accordance with the requirements of the Laws of the Alabama Business Corporation Act and the Act of May 5, 1933 (P.L. 364), as amended of Pennsylvania, respectively, and that fact shall have been certified by the respective secretaries or assistant secretaries of each of such corporations under their respective corporate seals; and

(b) this Agreement, so adopted and certified, shall have been signed, acknowledged and filed, all as required by the said Laws of the State of Alabama;

(c) this Agreement, so adopted and certified, shall have been signed, acknowledged and filed, all as required by the said Laws of the State of Pennsylvania;

thereupon KOCKUM shall be deemed to have merged with and into SODERHAMN which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger is hereinafter sometimes called the Surviving Corporation; SODERHAMN and KOCKUM are hereinafter sometimes called the Constituent Corporations; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger".

2. NAME, PURPOSES AND ARTICLE OF INCORPORATION OF SURVIVING CORPORATION. The name of the Surviving Corporation shall be SODERHAMN MACHINE MANUFACTURING COMPANY. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in "Exhibit A" attached hereto and made a part of this agreement with the same force and effect as if herein set forth in full. "Exhibit A" sets forth the facts required to be set forth in the Articles of Merger which are filed in compliance with the requirements of the Alabama Business Corporation Act, As Amended. The Articles of Incorporation of the Surviving Corporation as amended by "Exhibit A" shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

3. BY-LAWS OF SURVIVING CORPORATION. On the effective date of the merger, the By-laws of SODERHAMN, as heretofore amended, shall be the By-laws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION. The Board of Directors of the Surviving Corporation shall ini-

tially consist of 8 directors, each of whom shall hold office until the annual meeting of the stockholders of the Surviving Corporaton, and until his successor shall have been duly elected and shall have qualified or until his earlier death, resignation or removal. The respective names and addresses of such directors are as follows:

NAME	ADDRESS
Lars Dalman	Kopmangatan 28 B Soderhamn, Sweden
N. H. Hallenborg	Sodergatan L, Malmo, Sweden
J. Greeley McGowin, III	Greenville, Alabama
Dwight Garrett	Route 2, Enumclaw, Washington
Thomas B. Richardson, Jr.	113 Silverwood Drive Talladega, Alabama
B. Paul Kornberg	1657 S. W. Campus Way Lake Oswego, Oregon
James R. Richards	Rt. 7, Box 1420, Oxford, Alabama
William J. Ward	3617 Mountain Park Drive Birmingham, Alabama

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified, or until his earlier death, resignation or removal, and their respective offices and addresses are as follows:

OFFICE	NAME	ADDRESS
Chairman of the Board	Lars Dalman	Kopmangatan 28 B Soderhamn, Sweden
President	Thomas B. Richardson, Jr.	113 Silverwood Drive Talladega, Alabama
Vice President	B. Paul Kornberg	1657 S. W. Campus Way Lake Oswego, Oregon
Secretary and Treasurer	James R. Richards	Rt. 7, Box 1420 Oxford, Alabama

Assistant Secretary and Assistant Treasurer | J. Crepley McGowin, III | Greenville, Alabama

If, on the effective date of the merger a vacancy shall exist on the Board of Directors of the Surviving Corporation, or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the By-Laws of the Surviving Corporation.

5. CAPITAL STOCK OF SURVIVING CORPORATION. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized and the par value of the shares shall be 5000 shares of common stock of $300.00 per share, all as more fully set forth in "Exhibit A" which is attached hereto and made a part hereof with the same force and effect as if herein set forth in full.

6. CONVERSION OF [illegible] SECURITIES ON MERGER. The manner and basis of the $100. par value common stock of SODERHAMN and KOOKUM being converted into the stock of the Surviving Corporation upon the effective date of the merger shall be as follows:

(a) All of the common stock of SODERHAMN issued and outstanding (i.e. 5,000 shares) on the effective date of the merger shall be surrendered and cancelled and in exchange the sole stockholder of said shares shall receive 3750 shares of the authorized capital stock of the Surviving Corpothereof;

(b) All of the common stock of [illegible] issued and outstanding (i.e. [illegible] shares) on the effective date of the merger shall be surrendered and cancelled and in exchange the sole stockholder of said shares shall receive [illegible] shares of the authorized capital stock of the Surviving Corporation.

7. <u>EFFECT OF MERGER</u>. On the effective date of the merger, [illegible] and [illegible] shall cease to exist separately and [illegible] shall be merged with and into [illegible] in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided by the laws of the States of Alabama and Pennsylvania relating to mergers of Corporations. As provided in said laws, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of

the Surviving Corporation [illegible] of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

8. <u>[illegible].</u> From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, [illegible] will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

9. <u>[illegible].</u> The location of the principal office of the Surviving Corporation shall be King St. and Cochran Ave., Talladega, Alabama; and the location of the registered office of the Surviving Corporation shall be King St. and Cochran Ave., Talladega, Alabama.

10. [illegible]. This Agreement may be terminated and the merger abandoned as follows: (1) by vote of the Boards of Directors of both the Constituent Corporations at any time prior to the effective date of the merger; (2) by vote of the Board of Directors of either of the Constituent Corporations any time prior to the effective date of the merger if, in the opinion of the Board of Directors of such Constituent Corporation, any consent of any third party to the merger is reasonably necessary to prevent a default under any outstanding obligation of either Constituent Corporation and such consent is not obtainable without a penalty. In the event of any such termination and abandonment, this Agreement shall be void and have no effect, and there shall be no liability on the part of either of the Constituent Corporations or any director, officer, or stockholder of either such Constituent Corporations in respect thereof.

11. [illegible]. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by such Articles, as from time to time amended, and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any stockholder, director, officer, or any other person are subject to this reservation.

12. [illegible]. This Agreement shall be filed in the office of the Department of State of the Commonwealth of Pennsylvania in compliance with the

requirements of the "Business Corporation Law", Act of May 5, 1933 (P.L. 364), as amended, providing for the merger of corporations, and with the Secretary of State of the State of Alabama in compliance with the requirements of Section 67 of the "Alabama Business Corporation Act" as amended, the law of that State providing for the merger of corporations, together with any and all other documents required by the laws of either State. Upon such filing and recording of this Agreement pursuant to the laws of said States of Alabama and Pennsylvania, the merger herein provided for shall be and become effective at the opening of business on the first day following the last acceptance of said filings in the States of Alabama and Pennsylvania, and said "first day" after said filing shall be the "Effective Date" of said merger. Notwithstanding the foregoing, for accounting purposes August 1, 1968 shall be deemed the "Effective Date" of the merger.

13. AUTHORIZATION. This Agreement of Merger was duly advised and authorized by the Board of Directors of each of the Constituent Corporations in accordance with the laws of their respective States of incorporation.

14. EXPENSES. The Surviving Corporation shall pay all expenses of effecting the merger.

15. COUNTERPARTS. Any number of counterparts of this Agreement of Merger may be executed and each such counterpart shall be deemed an original.

IN WITNESS WHEREOF, [illegible] [illegible] MANUFACTURING COMPANY and [illegible] INDUSTRIES, INC. have caused this Agreement [illegible] Presidents or

Vice Presidents [illegible] the seals of the

corporations.

Corporate Seal
[illegible] Manufacturing Company
[illegible]

[illegible] COMPANY

ATTEST:

By [illegible]
President

[illegible]
Secretary

Corporate Seal
[illegible] Industries, Inc.
Pennsylvania [illegible]

[illegible] INDUSTRIES, INC.

ATTEST:

By [illegible]
President

[illegible]
Secretary

[illegible])
) ss.:
COUNTY OF [illegible])

On the 24th day of May, 19[illegible], before me personally came [illegible] and [illegible], to me known, who, being by me duly sworn, did each depose and say that they reside respectively [illegible] and [illegible]; that they are the President and Secretary, respectively, of [illegible] COMPANY, the corporation described in and which executed the foregoing instrument; that each of them knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that each of them signed their respective names thereto by like order.

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 8th day of [illegible], 19[illegible], before me personally came [illegible] and GEORGE [illegible], to me known, who being by me duly sworn, did each depose and say that they reside respectively at [illegible]; that they are the President and Secretary, respectively, of [illegible], Inc., the corporation described in and which executed the foregoing instrument; that each of them knows the seal of said corporation, that the seal affixed to said instrument is such corporate seal, that it was so affixed by order of the Board of Directors of said corporation, and that each of them signed their respective names thereto by like order.

Notary Public

[illegible] E. [illegible]
Notary Public, State of New York
No. [illegible]
Qualified in [illegible] County
Cert. filed in N. Y. Co. Clerk
Commission Expires March 30, 19[illegible]

[illegible]

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3. The objects of this corporation shall be to engage in the business of manufacturing, [illegible] selling [illegible] and [illegible] equipped for [illegible] and [illegible] products, [illegible] and the other business [illegible] to manufacture, assemble, construct, repair, buy, sell, license, lease, [illegible] with [illegible] of every kind and description of [illegible] more particularly [illegible] machinery, [illegible] agricultural machinery, dairy machinery [illegible] any other kinds of machinery, and the parts thereof [illegible] hold, possess, [illegible] of the United States and of any foreign country [illegible] or to acquire licenses under such patents, [illegible] manufacture and sale of machinery, [illegible] of any nature, [illegible] such patents, [illegible] either directly or indirectly, [illegible] with other corporations [illegible] to carry on a general [illegible] business; to import or export [illegible] in connection with [illegible] the general purposes thus indicated, and to purchase, [illegible] hold and convey all necessary property, real or personal, wherever the same may be situated [illegible] in connection with the operation of said business; [illegible] in exchange, [illegible] or any interest in real estate [illegible] together with any buildings [illegible] lease or otherwise dispose of [illegible] portion of said real estate and [illegible] to operate, [illegible] mortgage, [illegible] of any property, real or personal, and to take [illegible] and assignments of mortgages [illegible] issue notes, bonds, [illegible] to pledge or otherwise [illegible] real and personal property to secure the payment of [illegible] or any debts contracted; [illegible] in any other corporation and to [illegible] other corporations; to do [illegible] acts of any kind whatsoever [illegible] necessary [illegible] the powers herein named; to have and use a corporate seal and to alter the same at pleasure; [illegible] carry on any lawful business of any kind [illegible] except those for which under the laws of the State of Indiana special charters are required.

4. The total amount of [illegible] of said corporation [illegible] the sum of [illegible] to begin business, which stock [illegible] shares of the par value of [illegible] each.