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APPROVED
AND
FILED
MAR 17 1969

William H. Salin
SECRETARY OF STATE INDIANA



ARTICLES OF MERGER

ELECTRO-MECHANICAL PRODUCTS, INC.
an Indiana Corporation

Russell Nehrige
610 Cong
Gary, Ind

Corporate Form No. 7 (Sept. 1967) — Page One
ARTICLES OF MERGER

Prescribed by the Secretary of State of Indiana
For Use with Special Instructions No. 7
Use White Paper—Size 8 1/2 x 11 Inches—for

Filing Requirements—Present 3 Executed Copies
to Secretary of State, plus such additional
Executed Copies as needed in order to have
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quirements.

Recording Requirements—Record within ten days
in the County where the Principal Office of the
Surviving Corporation is Located, in the Coun-
ties where the Principal Offices of all the
Merging Corporations were Located, and in the
Counties where the Surviving Corporation and
any of the Merging Corporations had real
estate at the time of the Merger.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

MAR 20 10 34 AM '69

ANDREW J. HICENKO
RECORDER

INTO

G. W. BERKHEIMER CO., INC.,
an Indiana Corporation

The undersigned, **ELECTRO-MECHANICAL PRODUCTS, INC.**
(hereinafter referred to as the "Merging Corporation"), existing pursuant to the provisions of The
Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), and
G. W. BERKHEIMER CO., INC. (hereinafter referred to as the "Surviving Corpora-
tion"), existing pursuant to the provisions of the Act, each desiring to give notice of corporate action
effectuating the merger of the Merging Corporation into the Surviving Corporation, and acting by its
President or Vice President and its Secretary or Assistant Secretary, hereby certify, each with respect
to the facts and acts relating to it and the acts taken by its Board of Directors and Shareholders,
the following facts:

SUBDIVISION A

AGREEMENT OF MERGER AND SIGNATURES THERETO

The Merging Corporation and the Surviving Corporation have entered into an Agreement of
Merger, the title, parties, terms, conditions, and signatures of which are as follows:

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MAR 10 1969

Andrew J. Hicencko
ANDREW J. HICENKO
LAKE COUNTY

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1968

MERGER AGREEMENT
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This **MERGER AGREEMENT**, made this 30th day of October, 1968, by and between **ELECTRO-MECHANICAL PRODUCTS, INC.**, an Indiana corporation, hereinafter referred to as the "Merging Corporation", and **G. W. BERKHEIMER CO., INC.**, an Indiana corporation, hereinafter referred to as the "Surviving Corporation", both of which corporations are hereinafter referred to as the "Constituent Corporations";

WHEREAS, the respective Boards of Directors of the Constituent Corporations believe it is to the best interest of each corporation and their respective shareholders that **Electro-Mechanical Products, Inc.** merge itself into **G. W. Berkheimer Co., Inc.**; and the shareholders of the respective corporations having voted unanimously in favor of said Merger;

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

1. Upon the Effective Date of this plan of merger, **Electro-Mechanical Products, Inc.**, an Indiana corporation, shall merge into **G. W. Berkheimer Co., Inc.**, an Indiana corporation, which shall be the Surviving Corporation. The corporate identity, existence, purposes, powers, franchises, rights, and immunities of **G. W. Berkheimer Co., Inc.** shall continue unaffected and unimpaired by the merger; and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of **Electro-Mechanical Products, Inc.**, except so far as they may be continued by statute, shall cease on the Effective Date and thereafter both corporations shall become a single corporation under the name and title of the Surviving Corporation.

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2. Upon the Effective Date, each issued and outstanding share of the Common Stock of Electro-Mechanical Products, Inc. shall be converted into two shares of the Common Stock of G. W. Berkheimer Co., Inc., and each holder of shares of the Common Stock of Electro-Mechanical Products, Inc., upon the surrender to the Surviving Corporation of one or more certificates for such shares for cancellation, shall be entitled to receive one or more certificates for a number of Common Shares of the Surviving Corporation equal to twice the number of shares represented by the certificate or certificates so surrendered for cancellation by the holder. Fractional shares shall be issued where necessary. All shares of the Common Stock of the Surviving Corporation shall, when issued pursuant to the provisions of this agreement, be deemed to be fully paid and nonassessable.

3. The Articles of Incorporation and By-Laws of the Surviving Corporation as they shall exist on the Effective Date shall be, and remain, the Articles of Incorporation and By-Laws of the Surviving Corporation.

4. All persons who, on the Effective Date, shall be executive or administrative officers of the Surviving Corporation shall be, and remain, like officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect their respective successors.

5. All persons who, on the Effective Date, shall be Directors of the Surviving Corporation shall be, and remain Directors of the Surviving Corporation until the shareholders of the Surviving Corporation shall elect their respective successors.

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6. The Merging Corporation has 1,000 shares of common capital stock issued and outstanding, of which 60 shares are Class A voting stock and 940 shares are Class B nonvoting stock and for the purpose of this Merger Agreement said stock is to be considered as one class of stock.

7. The Surviving Corporation has authorized capital stock in the amount of 40,000 shares of Common Stock without par value, of which 20,000 shares have been issued and are presently outstanding. As a result of this Merger, an additional 2,000 shares will be issued to the shareholders of the Merging Corporation, bringing the total issued shares of stock of the Surviving Corporation to 22,000 shares.

8. The Effective Date of this Merger shall be December 31, 1968, if the Secretary of State of Indiana shall have approved Articles of Merger and issued a Certificate of Merger on or before said date. If the Secretary of State of Indiana shall not have taken said action on or before December 31, 1968, the Effective Date of this Merger shall be the date on which said action has been taken by the Secretary of State of Indiana.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Merger Agreement to be executed by their respective duly authorized officers and their respective corporate seals to be affixed the day and year first above written.

ATTEST:

Theodore Primich
Secretary
Theodore Primich

ATTEST:

Theodore Primich
Secretary
Theodore Primich

ELECTRO-MECHANICAL PRODUCTS, INC.

By *George Primich*
George President Primich

G. W. BERKHEIMER CO., INC.

By *George Primich*
George President Primich

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SUBDIVISION B

MANNER OF ADOPTION AND VOTE

ARTICLE I

ACTION BY THE MERGING CORPORATION

1. Action by Directors (select appropriate paragraph)

(a) The Board of Directors of the Merging Corporation, at a Special meeting thereof, duly called, constituted and held on October 30th, 1968, adopted, by a majority vote of the members of such Board, a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the Shareholders of the Merging Corporation entitled to vote in respect thereof at a Special meeting of such Shareholders to be held October 30, 1968, unless the same were so approved before such date by unanimous written consent.

(b) ~~By resolution of the Board of Directors, dated 10/29/68~~, 19....., signed by all of the members of the Board of Directors of the Merging Corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted for approval or rejection to the Shareholders of the Merging Corporation entitled to vote in respect thereof at a meeting of such Shareholders to be held, 19....., unless the same were so approved prior to such date by unanimous written consent.

2. Action by Shareholders (select appropriate paragraph)

(a) The Shareholders of the Merging Corporation entitled to vote in respect of the Agreement of Merger, at a Special meeting thereof, duly called, constituted and held on October 30th, 1968, at which all shareholders

were present in person or by proxy, authorized adoption of the Agreement of Merger by the Merging Corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1) Class A
(2) Class B
(3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

Table with 4 columns: Label, Total, (1), (2), (3). Rows: Shares entitled to vote: 1000, 60, 940; Shares voted in favor: 1000, 60, 940; Shares voted against: -0-, -0-, -0-

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....., 19....., signed by the holders of shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the Shareholders authorized adoption of the Agreement of Merger by the Merging Corporation.

3. Subsequent Action by Directors (select appropriate paragraph)

..... Board of Directors of the Merging Corporation, at a meeting thereof, duly called, constituted and held on, 19....., reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such Board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice President and Secretary or Assistant Secretary of the Merging Corporation, for and in its behalf.

....., 19....., signed by all of the members of the Board of Directors of the Merging Corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Merging Corporation, for and on its behalf.

(c) Since the Shareholders of the Merging and Surviving Corporations voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of the Merging Corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of the Merging Corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Merging Corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Merging Corporation.

ARTICLE II

ACTION BY THE SURVIVING CORPORATION

i. Action by Directors (select appropriate paragraph)

(a) The Board of Directors of the Surviving Corporation, at a **Special** meeting thereof, duly called, constituted and held on **October 30th**, 19**68**, adopted, by a majority vote of the members of such Board, a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the Shareholders of the Surviving Corporation entitled to vote in respect thereof at a **Special** meeting of such Shareholders to be held **October 30th**, 19**68**, unless the same were so approved prior to such date by unanimous written consent.

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... 19... signed by all of the members of the Board of Directors of the Surviving Corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Surviving Corporation, for and on its behalf.

2. Action by Shareholders (select appropriate paragraph)

(a) The Shareholders of the Surviving Corporation entitled to vote in respect of the Agreement of Merger, at a Special meeting thereof, duly called, constituted and held on October 30th, 1968, at which all shareholders

were present in person or by proxy, authorized adoption of Agreement of Merger by the Surviving Corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1) 20,000 shares of common capital stock
(2)
(3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

Table with 4 columns: Category, Total, Shares Entitled to Vote as a Class (1), (2), (3). Rows include Shares entitled to vote, Shares voted in favor, and Shares voted against.

... 19... signed by the holders of ... shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the Shareholders authorized adoption of the Agreement of Merger by the Surviving Corporation.

3. Subsequent Action by Directors (select appropriate paragraph)

... meeting. The Board of Directors of the Surviving Corporation, at a ... meeting thereof, duly called, constituted and held on ... 19..., reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such Board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice President and Secretary or Assistant Secretary of the Surviving Corporation, for and in its behalf.

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~~XX~~, 19....., signed by all the members of the Board of Directors of the Surviving Corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Surviving Corporation, for and on its behalf.

(c) Since the Shareholders of the Merging and Surviving Corporations voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of the Surviving Corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of the Surviving Corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of the Surviving Corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Surviving Corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1) **Common capital stock**
- (2)
- (3)

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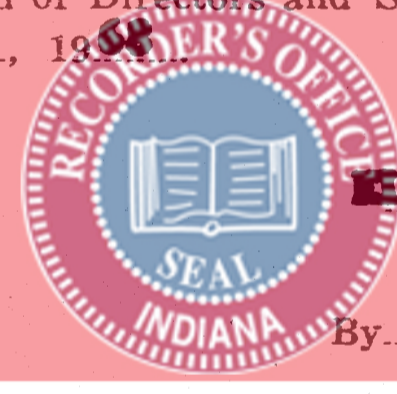
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SUBDIVISION C
EFFECTIVE DATE

The effective date of the Merger effectuated hereby is December 31, 1968
or when approved by the Secretary of State of Indiana
IN WITNESS WHEREOF, the undersigned Merging Corporation and the undersigned Sur-
viving Corporation, respectively, execute these Articles of Merger, their respective Presidents or Vice
Presidents and their respective Secretaries or Assistant Secretaries acting for and in behalf of such
corporations; and each of such corporations certifies to the truth of the facts and acts relating to
it and the action taken by its Board of Directors and Shareholders. Dated this 30th day of
October, 1968

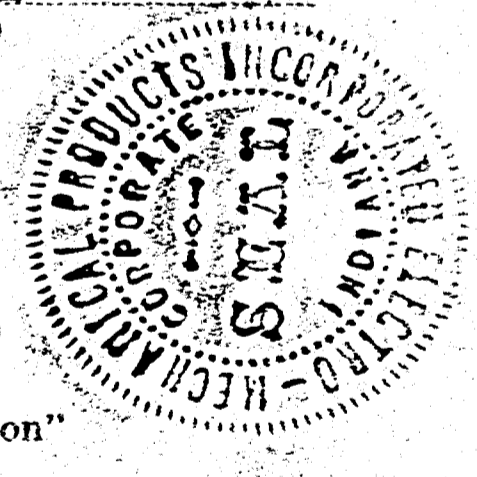


ELECTRO-MECHANICAL PRODUCTS, INC.
(Name of Corporation)
By George Primich
(Written Signature)

George Primich
(Printed Signature)
President

Attest: Theodore Primich
(Written Signature)
Theodore Primich
(Printed Signature)
Secretary

(Corporate Seal)
"Merging Corporation"

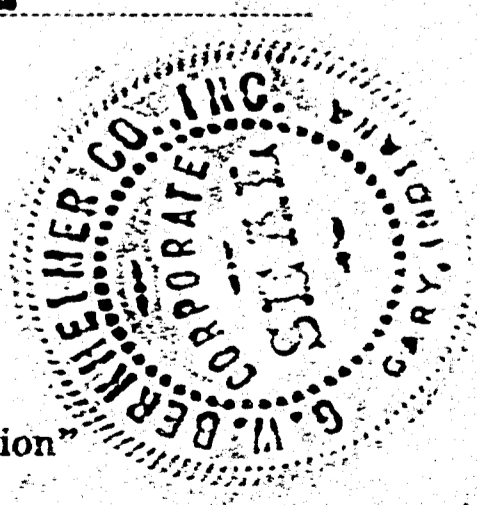


G. W. BERKHEIMER CO., INC.
(Name of Corporation)
By George Primich
(Written Signature)

George Primich
(Printed Signature)
President

Attest: Theodore Primich
(Written Signature)
Theodore Primich
(Printed Signature)
Secretary

(Corporate Seal)
"Surviving Corporation"



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STATE OF INDIANA

COUNTY OF LAKE

SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that **GEORGE PRIMICH**, the **President**, and **THEODORE PRIMICH**, the **Secretary** of **ELECTRO-MECHANICAL PRODUCTS, INC.**, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of October, 1968



E. Dale Cobble
(Written Signature)

E. Dale Cobble
(Printed Signature)
Notary Public



My commission expires
July 18, 1972

This instrument was prepared by **Russell H. Nehrig**

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STATE OF INDIANA
COUNTY OF **LAKE**

SS:

STOP

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that **GEORGE PRIMICH**, the **President**, and **THEODORE PRIMICH**, the Secretary of **G. W. BERKHEIMER CO., INC.**, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this **30th** day of **October**, 19**68**



E. Dale Cobble
(Written Signature)

E. Dale Cobble
(Printed Signature)
Notary Public

My commission expires
July 18, 1972

This instrument was prepared by **Russell H. Nehrig**