

# 17546 CROWN PT 415611 IN

Orig

Form No. 4

Use of this form constitutes practice of law and is limited to practicing lawyers.

CHICAGO TITLE INSURANCE COMPANY INDIANA DIVISION

824970

CORPORATE QUITCLAIM DEED

THIS INDENTURE WITNESSETH, That Adience Equities, Inc. (as successor by merger of BMI, Inc. which was the successor by merger of Gunning Refractories of Indiana, Inc. pursuant to a corporation organized and existing under the laws of the State of Delaware, QUITCLAIMS to Adience Company, L.P., a Delaware limited partnership.

of Allegheny County, in the State of Pennsylvania, for the sum of Ten Dollars (\$ 10.00) and other

valuable consideration, the receipt of which is hereby acknowledged, the following described real estate in the City of Crown Point, Lake County, in the State of Indiana: as more particularly described in Exhibit B, attached hereto and made a part hereof.

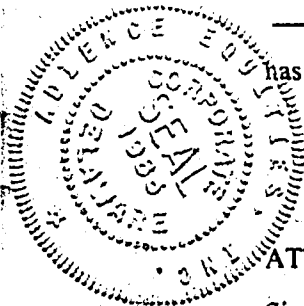
\*Certificates of Merger dated of even date herewith, which are attached hereto and made a part hereof as Exhibit A and Exhibit A-1)

Key #'s 9-52-2; 9-63-7, 9-63-8; 9-52-3; 9-220-6, 9-220-7, 9-220-8, 9-220-9 and 9-63-1

The undersigned persons executing this deed on behalf of said grantor corporation represent and certify that they are duly elected officers of said corporation and have been fully empowered, by proper resolution of the Board of Directors of said corporation to execute and deliver this deed; that the grantor corporation has full corporate capacity to convey the real estate described herein and that all necessary corporate action for the making of such conveyance has been taken and done.

IN WITNESS WHEREOF, the said Adience Equities, Inc.

has caused this deed to be executed this 17th day of October 1985 By: Adience Equities, Inc. (Name of Corporation)



RECORDED FOR FILED IN THE OFFICE OF THE CLERK OF COURT FOR INDIANA COUNTY OF LAKE STATE OF INDIANA OCT 18 12 36 PM '85

ATTEST: Signature of Thomas L. Seifert, Assistant Secretary and Signature of Herbert J. Kern, President

STATE OF INDIANA Pennsylvania } COUNTY OF Allegheny }

Before me, a notary Public in and for said County and State, personally appeared Herbert J. Kern and Thomas L. Seifert, President and Assistant Secretary, respectively, of Adience Equities, Inc.

corporation organized and existing under the laws of the State of Delaware, and acknowledged the execution of the foregoing Corporate Quitclaim Deed for and on behalf of said corporation, and who, have been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 17th day of October, 1985

My commission expires NANCY R. LEWIS, Notary Public Pittsburgh, Allegheny County, Pa. My Commission Expires Jan. 29, 1988

This instrument was prepared by Bobbi A. Langer Residing in Allegheny County, Indiana

Return to: G. Finley, Kumble, Wagner et al, 425 Park Avenue, N.Y., N.Y. 10022

937-2900

Send tax statements to: 700 Bingham St, Pittsburgh, Pa 15203

050888

Indiana Gross Income Tax on  
Sale of Real Estate

Paid by Adience Equities, Inc

Date Paid 10-18-83 Superior

Amount Paid \$ 18,938.34

Transferor's Account # 416449

Tax County \_\_\_\_\_



Exhibit A-1

ARTICLES OF MERGER  
OF  
GUNNING REFRACTORIES OF INDIANA  
INTO  
BMI, INC.

The undersigned, BMI, Inc. (hereinafter referred to as the "Surviving Corporation"), a corporation organized under the laws of the Commonwealth of Pennsylvania and the laws of said jurisdiction permits a merger of a parent and subsidiary under the same terms and conditions as set forth in the Indiana General Corporation Act, as amended and desiring to give notice of corporate action affectuating the merger of Gunning Refractories of Indiana (hereinafter referred to as the "Merging Corporation"), a corporation existing pursuant to the provisions of the Indiana General Corporation Act as amended, ninety-five percent (95%) or more of the shares of each class whereof are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:

SUBDIVISION A  
PLAN OF MERGER

See Exhibit A attached hereto.

SUBDIVISION B

LEGAL REQUIREMENTS

Section 1--Ownership--The number of outstanding shares of each class of the Merging Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	1,000	1,000

Section 2--Date of Mailing of Notice--The sole shareholder of the Merging Corporation in writing waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Pursuant to and in accordance with the waiver, no mailing was made to the shareholder of the Merging Corporation.

Section 3--Compliance with Legal Requirements--The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana General Corporation Act and with the provisions of the laws of the Commonwealth of Pennsylvania, and with the Articles of Incorporation and the By-Laws of the Merging Corporation and the Surviving Corporation.

SUBDIVISION C

EFFECTIVE DATE

The effective date of the Merger effectuated hereby is the date of filing of these Articles of Merger.

AGREEMENT AS TO SERVICE OF PROCESS AND APPOINTMENT  
OF SECRETARY OF STATE OF INDIANA AS AGENT

It is agreed that upon the merger becoming effective in the State of Indiana, the Surviving Corporation may be served with process in Indiana in any proceeding for the enforcement of any obligation of the Merging Corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Merging Corporation against such Surviving Corporation; and it is further agreed that the Surviving Corporation will promptly pay to the dissenting shareholders of such Merging Corporation the amount, if any, to which they shall be entitled under the provisions of the Indiana General Corporation Act with respect to rights of dissenting shareholders; and it is further agreed that the said Surviving Corporation hereby irrevocably appoints the Secretary of State of Indiana as its agent to accept service of process in any such proceeding; the address to which a copy of

any such process shall be mailed by the Secretary of the State of Indiana is 700 Bingham Street, Pittsburgh, Pennsylvania 15203.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the facts and acts herein recited. Dated this 10th day of October, 1985.

BMI, INC.

By Leo B. Kelly

Leo B. Kelly  
Vice President

Attest:

Willard M. Bellows  
Willard M. Bellows  
Assistant Secretary

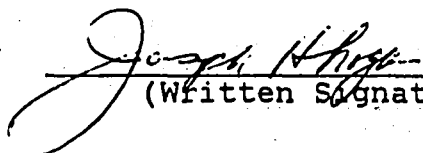
(Corporate Seal)  
"Surviving Corporation"

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
COUNTY OF ALLEGHENY )

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the Commonwealth of Pennsylvania, certify that Leo B. Kelly, the Vice President and Willard M. Bellows, the Assistant Secretary of BMI, 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 9th day of

October, 1985.

  
(Written Signature)

JOSEPH H. LOGAN, NOTARY PUBLIC  
(Principal Office) PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES APRIL 17, 1988  
Member, Pennsylvania Association of Notaries

My Commission expires:

April 17, 1988

This instrument was prepared by Frank T. Guadagnino, Reed Smith Shaw & McClay, 847 Two Mellon Bank Center, Pittsburgh, PA 15219.

Exhibit A

PLAN OF MERGER dated as of October 10, 1985 by and among BMI, Inc., a Pennsylvania corporation, ("BMI"), Masonry, Inc., a Pennsylvania corporation, Pneumatic Concrete Corp., a Pennsylvania corporation, Gunning Refractories of Illinois, an Illinois corporation, Lawrence Refractories Company, an Ohio corporation, Gunning Refractories, Inc., an Ohio corporation, Gunning Refractories of Indiana, an Indiana corporation, Urban Incinerators, Inc., a New York corporation, Urban Contractors Corp., a Florida corporation, Greensteel, Inc., a Pennsylvania corporation, Greensteel Inc. of Florida, a Florida corporation, Greensteel, Inc. of Oregon, an Oregon corporation, Barr Machine, Inc., a Pennsylvania corporation, Carolina Chalkboard Company, a North Carolina corporation, Miruf, Inc., a Pennsylvania corporation (collectively, the "Merging Corporations").

Plan of Merger

(a) Merger and Surviving Corporation. Pursuant to the applicable laws of the Commonwealth of Pennsylvania, the Merging Corporations shall be merged with and into BMI. BMI shall be the surviving corporation after the merger (such corporation in its capacity as such surviving corporation being hereinafter sometimes called the "Surviving Corporation").



(b) Articles of Incorporation. The articles of incorporation of BMI as in effect on the Effective Date shall from and after the Effective Date be the articles of incorporation of the Surviving Corporation, until amended as provided by law.

(c) Bylaws. The bylaws of BMI as in effect on the Effective Date shall from and after the Effective Date be the bylaws of the Surviving Corporation, until amended as provided therein or by law.

(d) Effective Date. The merger contemplated hereby shall become effective at 11:59 p.m., Eastern Standard Time, on the date on which the filing of the Articles of Merger for BMI for all of the Merging Corporations shall be completed. The date upon which the merger becomes effective is herein referred to as the "Effective Date."

(e) Status and Conversion of Shares. All of the issued shares of the Merging Corporations will be surrendered and there will be no conversion of any shares of the Merging Corporations.

EXHIBIT B

PARCEL I:

A part of Blocks 8 and 9 and the vacated North and South alley in Block 8, and vacated Butler Street and the vacated South 10 feet of Porter Street in said Blocks 8 and 9, being more particularly described as follows: Commencing at the NE corner of said Block 8 and running thence West along the South right-of-way line of Porter St. a distance of 584.35 feet to the NW corner of Block 9, thence South along the East right-of-way line of Thomas St. a distance of 168.77 feet thence Easterly along a line that makes an angle of 90 degrees 39 minutes 15 seconds with the East right-of-way line of said Thomas St. measured from North to East, a distance of 312.12 feet, thence Northerly perpendicular with the last described line a distance of 9.5 feet, thence Easterly parallel with the building located on the herein described property and 30 feet Southerly of said building, a distance of 272.78 feet to a point on the West right-of-way line of Indiana St. that is 162.85 feet South of the NE corner of said Block 8, thence North along the West right-of-way line of Indiana St. a distance of 162.85 feet to the point of beginning, all in Railroad Addition to the City of Crown Point, as shown in Miscellaneous Record "A", page 508, in Lake County, Indiana.

PARCEL II:

Lots 7 and 8, Block 19, Railroad Addition to the City of Crown Point shown in Miscellaneous Record "A", page 508, in Lake County, Indiana.

PARCEL III:

A part of Blocks 7, 8 and 9 and the vacated North and South alley within said Blocks 7 and 8 and vacated Butler and Farragut Streets within said Blocks, being more particularly described as follows: Beginning at a point on the East right-of-way line of Thomas Street, 168.77 feet South of the Northwest corner of Block 9; thence Easterly along a line that makes an angle of 90 degrees 39 minutes 15 seconds with the East right-of-way line of said Thomas Street, measured from North to East, a distance of 312.12 feet, thence Northerly, perpendicular with the last described line, a distance of 9.5 feet; thence Easterly, a distance of 272.78 feet to a point on the West right-of-way line of Indiana Street, said point being 162.85 feet South of the Northeast corner of Block 8; thence Southerly on the aforesaid West right-of-way line, a distance of 50.5 feet; thence Westerly on a line 50.5 feet South of and parallel to the last described East-West line which measured 272.78 feet, a distance of 144.0 feet; thence Southerly on a line 144 feet West of and parallel to said West right-of-way line, a distance of 139.5 feet; thence Westerly on a line parallel to said East-West 272.78 feet line a distance of 132 feet; thence Northerly on a line 276 feet West of and parallel to the West right-of-way line of Indiana Street, a distance of 139.5 feet, more or less, to a point which is 41.0 feet South of the first described East-West line which measured 312.12 feet; thence Westerly parallel to and 41.0 feet South of the aforesaid East-West line, a distance of 310 feet, more or less, to a point on the East right-of-way line of Thomas Street; thence Northerly on the aforesaid right-of-way line, 41.0 feet to the point of beginning, all in Railroad Addition to the City of Crown Point, as shown in Miscellaneous Record "A", page 508, in Lake County, Indiana, excepting that part of premises in question lying in the North and South alley in said Block 9.

PARCEL IV:

Lots 6, 7, 8 and 9, Replat of Block 20, Railroad Addition to Crown Point, as shown in Plat Book 28, page 51, Lake County, Indiana.

PARCEL V:

Lot 1, except the North 6 feet thereof, Block 19, Railroad Addition to Crown Point, as shown in Miscellaneous Record "A", page 508, Lake County, Indiana.

# EXHIBIT A

Filed this \_\_\_\_\_ day of \_\_\_\_\_  
 \_\_\_\_\_, 19\_\_\_\_  
 Commonwealth of Pennsylvania  
 Department of State  
 Secretary of the Commonwealth

APPLICANT'S ACCT NO  
 DSCB BCL-903 (Rev. B-72)  
 Filing Fee: \$80 plus \$20  
 for each party corporation  
 in excess of two  
 AMB-9  
 Articles of Merger—  
 Business Corporation

(Line for numbering)  
 COMMONWEALTH OF PENNSYLVANIA  
 DEPARTMENT OF STATE  
 CORPORATION BUREAU

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

Adience Equities, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

\_\_\_\_\_  
 (NUMBER) (STREET)  
 \_\_\_\_\_  
 (CITY) Pennsylvania (ZIP CODE)

The surviving corporation is a foreign corporation incorporated under the laws of Delaware (NAME OF JURISDICTION)

and the location of its office registered with such domiciliary jurisdiction is:

4305 Lancaster Pike,

\_\_\_\_\_  
 (NUMBER) (STREET)  
Wilmington, County of New Castle, Delaware  
 (CITY) (STATE) (ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

BMI, Inc.  
 700 Bingham Street  
 Pittsburgh, Pennsylvania 15203-1090



DSCB.BCL-903 (Rev. 8-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of October, 1985.

ADIENCE EQUITIES, INC.

(NAME OF CORPORATION)

By:

Herbert S. Kim

(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Signature]

(SIGNATURE)

Asst. Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

BMI, INC.

(NAME OF CORPORATION)

By:

Herbert S. Kim

(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Signature]

(SIGNATURE)

Asst. Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- B. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation which is not the holder of a Certificate of Authority under the Business Corporation Law on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation and qualified foreign corporation evidencing payment of all taxes and charges payable to the Commonwealth.
- C. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name.
- D. Any necessary governmental approvals shall accompany this form.
- E. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption:

"Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law."

"Approved by the affirmative vote of the shareholders entitled to vote thereon at a meeting called after at least ten days written notice to all shareholders of record, whether or not entitled to vote thereon, setting forth such purpose."

"Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation" (where action is taken by partial written consent pursuant to the Articles, this paragraph should be modified accordingly).

- F. Where more than two corporations are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified corporation which is not a surviving corporation and which is not otherwise mentioned in the body of the Articles of Merger.

PLAN OF MERGER

of

ADIENCE EQUITIES, INC.

and

BMI, INC.

into

ADIENCE EQUITIES, INC.

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Under Section 902 of the  
Pennsylvania Business Corporation Law.

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Pursuant to the provisions of Section 902 of the Pennsylvania Business Corporation Law, the undersigned hereby agree:

1. Terms and Conditions. The names of the constituent corporations are BMI, Inc. ("BMI"), a Pennsylvania corporation, and Adience Equities, Inc., ("Adience") a Delaware corporation. BMI shall be merged into Adience which shall be the surviving corporation in the merger and its name as the surviving corporation shall be Adience Equities, Inc. Adience was incorporated on April 12, 1985. The officers and directors of the surviving corporation shall be the same as those of Adience in office as of the date hereof.

2. Mode of Execution. The merger shall be authorized by affirmative vote or consent of the sole shareholder of BMI, and by resolution of the Board of Directors of Adience pursuant to Section 253 of the Delaware General Corporation Law. The merger contemplated herein shall become effective upon filing of the required documents by the Department of State.

3. Consideration. The sole shareholder of BMI, Adience, shall receive \$1.00 in exchange for all the of outstanding shares of BMI stock and none of the BMI stock will be converted into shares of stock of Adience Equities, Inc. The Certificates evidencing shares of BMI stock shall be surrendered and cancelled.

4. The certificate of incorporation and by-laws of Adience, the surviving corporation, shall remain unchanged.

5. All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of BMI, shall be transferred to, vest in, and devolve upon Adience, the surviving corporation, without further act or deed and every interest of the surviving corporation, and BMI shall be as effectively the property of the surviving corporation as they were of the surviving corporation and BMI, respectively.

6. The surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations.

IN WITNESS WHEREOF, this Plan has been signed this 5<sup>TH</sup> day of October, 1985.

ADIENCE EQUITIES, INC.

By: Richard T. Kern  
President

BMI, INC.

By: Richard T. Kern  
Title: President



CERTIFICATE OF OWNERSHIP AND MERGER

OF

BMI, INC., a  
Pennsylvania corporation

By

ADIENCE EQUITIES, INC.

-----  
Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware  
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Adience Equities, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge BMI, Inc. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That Adience Equities, Inc. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 12th day of April, 1985.

SECOND: That BMI, Inc. is a corporation formed under the laws of the State of Pennsylvania, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 15 day of February, 1967.

THIRD: That the Board of Directors of Adience Equities, Inc. by resolutions duly adopted on the 5<sup>th</sup> day of October, 1985, determined to merge BMI, Inc. and to assume all of its obligations; said resolutions being as follows:

WHEREAS, this corporation has acquired and now lawfully owns all of the stock of BMI, Inc. and desires to merge said corporation;

NOW THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said BMI, Inc. and does hereby assume all of its obligations; and

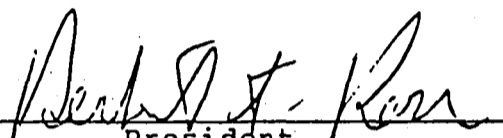
FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions;

FURTHER RESOLVED, that officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions.

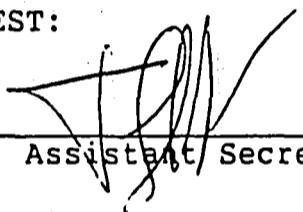
IN WITNESS WHEREOF, said Adience Equities, Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 15<sup>th</sup> day of October, 1985.

Such signatures shall constitute the affirmation or acknowledgement of the signatory, under penalties of perjury, that the instrument is his act and deed or the act and deed of the corporation, as the case may be, and that the facts stated therein are true.

Adience Equities, Inc.

By   
President

ATTEST:

  
Assistant Secretary