

7100 Industrial Ave  
Gary 46406

SS-C7A

943781

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

13

To Whom These Presents Come, Greeting:

WHEREAS, there has been submitted to this office for filing, a duly authenticated copy of \_\_\_\_\_

CERTIFICATE OF AGREEMENT OF MERGER, merging

CORPORATION      STATE OF INCORPORATION      DATE OF INCORPORATION/ADMISSION

THATCHER ENGINEERING CORPORATION

ILLINOIS

5/31/66

DULY ENTERED  
FOR TAXATION

the non-survivor(s), into THATCHER ENGINEERING CORPORATION

a DELAWARE Corporation, the surviving corporation, <sup>Oct 16 1987</sup> and  
corporation shall hereinafter be designated as

THATCHER ENGINEERING CORPORATION

*Anna N. Antos*  
AUDITOR LAKE COUNTY

~~XXXXXXXX~~ (not-admitted) to do business in the State of Indiana;

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State of the State of Indiana, have <sup>Oct 16 8 49 AM '87</sup> day  
~~XXXXXXXXXXXXXXXXXXXX~~ endorsed my approval upon the authenticated copies and, having received the fees required by law, have  
filed one such approved copy in this office.

In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this..... 7th ..... day of

NOVEMBER..... 19 79

*Edwin J. Simcox*  
Secretary of State,

By *Kathryn Marten*  
Deputy



WILLIAM BLASTICK  
SAC  
INDIANA/SSAC  
LAKE COUNTY  
FILED FOR RECORD  
OCT 16 8 49 AM '87

987 220

AGREEMENT OF MERGER

Plan and Agreement of Merger, dated the 15<sup>th</sup> day of June, 1979, by and between Thatcher Engineering Corporation, a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as Thatcher (Delaware)), and a majority of the directors thereof, and Thatcher Engineering Corporation, a corporation organized and existing under the laws of the State of Illinois (hereinafter sometimes referred to as Thatcher (Illinois)), and a majority of the directors thereof, and Thatcher, Inc. a corporation organized and existing under the laws of the State of Illinois, and a majority of the directors thereof.

WITNESSETH:

Whereas, the Board of Directors of Thatcher (Delaware), Thatcher (Illinois) and Thatcher, Inc., parties hereto, in consideration of their mutual agreements as set forth herein, deem it advisable and generally to the welfare of each of said corporations and their respective stockholders, that Thatcher (Delaware) merge into itself Thatcher (Illinois) and Thatcher Inc., as authorized by the statutes of the State of Delaware; and that Thatcher (Illinois) and Thatcher, Inc. should be merged into Thatcher (Delaware) as authorized by the statutes of the State of Illinois; all under and pursuant to the terms and conditions hereinafter set forth; and

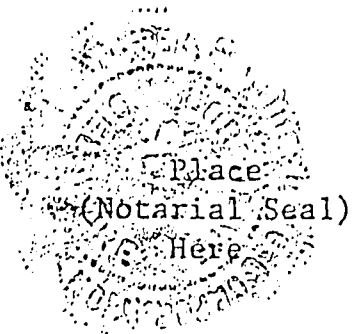
Whereas, Thatcher (Delaware) was incorporated by a Certificate of Incorporation which was filed in the office of the Secretary of the State of Delaware on December 18th, 1978, and recorded in the office of the Recorder of Deeds for the County of Kent, State of Delaware, on December 18th, 1978, and now has

STATE OF Illinois )  
COUNTY OF Cook )

I, L. M. Carlson, a Notary Public, do hereby certify that on the 15<sup>th</sup>, day of JUNE, A.D. 1979, personally appeared before me Thomas J. Wysocky and Fred Schmednecht, who declare that they are the President and Vice President respectively of Thatcher, Inc., one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that they signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

L. M. Carlson  
Notary Public




ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, VIRGINIA L. APPELT, Assistant Secretary of Thatcher Engineering Corporation (Delaware), one of the merging corporations mentioned in the within agreement, on behalf of said corporation, certified as follows:

The within agreement has been submitted to the stockholders of the corporation at a meeting thereof duly called and held, in accordance with the provisions of Section 251 of the General Corporation Law, on the 26<sup>th</sup> day of MAY, 1978, and at said meeting said agreement was considered in a vote by ballot in person taken for the adoption or rejection of said agreement, and the votes of the stockholders of said corporation were representing All shares of its capital stock, being all of the shares of said capital stock issued and outstanding, were for the adoption of said agreement voted therefor.

IN WITNESS WHEREOF, the undersigned hereby certified to the foregoing under the corporate seal of the corporation.

  
\_\_\_\_\_  
VIRGINIA L. APPELT  
Thatcher Engineering Corporation  
(Delaware)

The foregoing Agreement of Merger, having been duly entered into and signed by Thatcher Engineering Corporation (Delaware), a Delaware Corporation, and having been duly entered into and signed by Thatcher Engineering Corporation (Illinois), an Illinois Corporation, and having been duly adopted by the stockholders of each of such corporations, all in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware, the President of Thatcher Engineering Corporation (Delaware) and the President of Thatcher Engineering Corporation (Illinois), do now hereby execute said Agreement of Merger under the corporate seals of the respective corporations

by authority of the directors and stockholders of each, as a respective act, deed and agreement of each of said corporations, on the 1st day of June, 1979.



Thatcher Engineering Corporation  
(Delaware)

By:

[Signature]  
President

Attest:

Virginia L. Appelt  
Assistant  
Secretary



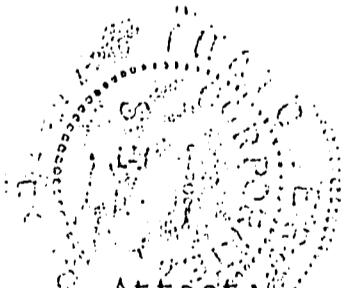
Thatcher Engineering Corporation  
(Illinois)

By:

[Signature]  
President

Attest:

Virginia L. Appelt  
Assistant  
Secretary



Thatcher, Inc.

By:

[Signature]  
President

Attest:

Virginia L. Appelt  
Assistant  
Secretary

authorized capital stock consisting of 1,000 shares of Common Stock of no par value, of which 854 shares are issued; and

Whereas, Thatcher (Illinois) was incorporated by Articles of Incorporation which were filed in the office of the Secretary of State of Illinois on May 31st, 1956, and recorded in the office of the Recorder of Deeds for the County of Lake, State of Illinois, on or about June 4th, 1956, and now has authorized capital stock consisting of 1000 shares of Common Stock of \$100 par value, of which 54 shares are issued and outstanding; and

Whereas, Thatcher, Inc. was incorporated by Articles of Incorporation which were filed in the office of the Secretary of State of Illinois on May 28th, 1956, and recorded in the office of the Recorder of Deeds for the County of Lake, State of Illinois, on or about June 4th, 1956, and now has authorized capital stock consisting of 1,250 shares of Common Stock of \$100.00 par value each, of which 1000 shares are issued; and

Whereas, the registered office of Thatcher (Delaware) in the State of Delaware is located at United States Corporation Company, 306 S. State Street, in the City of Dover, County of Kent, and the name and address of its registered agent is United States Corporation Company, Dover, Delaware; and the registered office of Thatcher (Illinois) and Thatcher, Inc. in the State of Illinois is located at 718 Atlantic, in the City of Waukegan, County of Lake, and the name and address of its registered agent is Thomas J. Wysocky, Waukegan, Illinois;

Now, therefore, the corporations, parties to this Agreement by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereunder contained, have agreed and do hereby agree, each with

the other that Thatcher (Delaware) merge into itself Thatcher (Illinois) and Thatcher, Inc. and likewise that Thatcher (Illinois) and Thatcher, Inc. shall be merged into Thatcher (Delaware), all pursuant to General Corporation Law of the State of Delaware, as amended and Section 69(a) of the Business Corporation Act of the State of Illinois; and do hereby agree upon and prescribe the terms and conditions of said merger and to carrying the same into effect, as follows:

#### ARTICLE I

##### Merger

Thatcher (Delaware) hereby merges into itself Thatcher (Illinois) and Thatcher, Inc. and likewise said Thatcher (Illinois) and Thatcher, Inc. shall be and hereby are merged into Thatcher (Delaware) with Thatcher (Delaware) as the Surviving Corporation (as hereinafter defined). Thatcher (Illinois), Thatcher, Inc. and Thatcher (Delaware) are hereinafter sometimes referred to as the "Constituent Corporations"; the corporation which shall survive the merger is hereinafter sometimes referred to as the "Surviving Corporation"; and the date at which the Constituent Corporations shall so become said single corporation is hereinafter referred to as the "effective date of this Agreement".

#### ARTICLE II

##### Certificate of Incorporation of the Surviving Corporation

The Certificate of Incorporation of the Surviving Corporation, shall, upon the effective date of this Agreement, be the Certificate of Incorporation of said Surviving Corporation.

#### ARTICLE III

##### Bylaws and Annual Meeting of Surviving Corporation

The Bylaws of the Corporation, as they exist on the effective date of this Plan and Agreement, shall be and remain

the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the stockholders of the Company held after the date when this Plan and Agreement of Merger becomes effective, shall be the annual meeting provided or to be provided by the Bylaws thereof for the year 1979.

#### ARTICLE IV

##### Directors and Officers of Surviving Corporation

The number of the first directors of the Surviving Corporation, who shall hold office until their respective successors shall have been elected and qualified, is three, and their respective names and addresses are as follows:

| <u>Name</u>         | <u>Residence</u>                       |
|---------------------|--|
| Thomas J. Wysockey  | 546 W. Washington, Chicago, Illinois   |
| Fred C. Schmednecht | 7100 Industrial Highway, Gary, Indiana |
| Lambert J. Deegan   | 7100 Industrial Highway, Gary, Indiana |

The first officers of the Surviving Corporation who shall hold office until their respective successors shall have been chosen or appointed, and their respective names and addresses are as follows:

| <u>Name</u>         | <u>Office</u>           | <u>Residence</u>                      |
|---------------------|-------------------------|---------------------------------------|
| Thomas J. Wysockey  | President               | 546 W. Washington, Chicago, Illinois  |
| Fred C. Schmednecht | Vice President          | 7100 Industrial Highway Gary, Indiana |
| Richard J. Sutphen  | Vice President          | 7100 Industrial Highway Gary, Indiana |
| Lambert J. Deegan   | Secretary and Treasurer | 7100 Industrial Highway Gary, Indiana |
| Virginia L. Appelt  | Assistant Secretary     | 7100 Industrial Highway Gary, Indiana |

If, on the effective date of this Agreement, a vacancy shall exist in the Board of Directors of the Surviving Corporation, or



in any of the offices above specified, by reason of inability or failure of any of the above named 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 be filled in the manner provided in the Bylaws of the Surviving Corporation.

#### ARTICLE V

##### First Meeting of the Board of Directors

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when this Agreement shall become effective may be called or may convene in the manner provided in the Bylaws of the Surviving Corporation, and may be held at the time and place specified in the notice of the meeting.

#### ARTICLE VI

##### Manner of Converting Shares of the Constituent Corporations into Shares of the Surviving Corporation

The manner of converting shares of stock of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) Each share of the Common Stock of Thatcher (Illinois) and Thatcher, Inc. issued on the effective date of this Agreement, including treasury shares of Thatcher, Inc. and all rights in respect thereof, shall, forthwith upon such effective date, be cancelled, and no additional shares of the Common Stock of the Surviving Corporation shall be issued in respect thereof. All of the shareholders of the Constituent Corporations are common to the shareholders of the Surviving Corporation and hold the same proportion of common stock in the Surviving Corporation as held in the Constituent Corporations. The issued shares of the surviving corporation, on the effective date, shall remain outstanding.

## ARTICLE VII

### Miscellaneous Provisions

1. Effective Date. This Plan and Agreement shall be submitted to the respective stockholders of the Constituent Corporations as provided by law, and upon the adoption thereof by the requisite votes of the stockholders of each of the Constituent Corporations as provided by law, due certification of that fact and the signing, acknowledgment, filing and recording thereof, all in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Illinois, and upon the doing of such other acts and things as are required by the laws of the states of Delaware and Illinois, this Agreement shall take effect and be deemed and taken to be the Agreement and Act of Merger of the Constituent Corporations. For purposes of accounting only this Agreement shall be effective on June 1, 1978.

2. Effect of Merger. When this Agreement shall have been adopted, certified, signed, acknowledged, filed and recorded as required by Section 69(a) of the Business Corporation Act of the State of Illinois, and pursuant to Section 252 of the Delaware General Corporation Law, the separate existence of Thatcher (Illinois) and Thatcher, Inc. shall cease and said corporations shall be merged in accordance with the provisions of this Plan and Agreement, into Thatcher (Delaware) which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, powers, franchises and immunities, 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, franchises and immunities 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 as they were of the several and respective Constituent Corporations, and the title to any real estate, vested by deed or otherwise, under the laws of the states of Illinois and Delaware or of any of the other states of the United States, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger or the General Corporation Law of the State of Delaware, and Business Corporation Act of Illinois, provided that all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of such merger, 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 said debts, liabilities and duties had been incurred or contracted by it.

3. Further Instruments. If, at any time, the Surviving Corporation shall deem, or be advised, that any further assignments or assurances in law or things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the title to any property of the Corporation acquired or to be acquired by

reason of or as a result of the merger provided for by this Agreement, the Corporation, and its proper officers and directors, shall and will execute and deliver any and all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property, and otherwise to carry out the purposes of this Agreement.

4. Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the Board of Directors of any Constituent Corporation, renders it inadvisable to consummate the merger, this Plan and Agreement of Merger shall not become effective even though previously adopted by the stockholders of the Constituent Corporations as hereinbefore provided. The filing of this Plan and Agreement of Merger (as provided in Section 1 of this Article VII) shall conclusively establish that no action to terminate this Agreement has been taken by the Board of Directors of any Constituent Corporation.

5. Expenses of Merger. The Surviving Corporation shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

6. Counterparts. For the convenience of the parties and to facilitate the filing or recording of this Agreement, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly given by their respective Boards of Directors, has caused these presents to be executed by its President and their corporate seals affixed, attested by its Secretary.

Thatcher Engineering Corporation  
(Illinois)

By: [Signature]  
President

SEAL

Attest:  
Thatcher (Illinois)

By: Virginia L. Appelb  
Asst. Secretary

Thatcher Engineering Corporation  
(Delaware)

By: [Signature]  
President

SEAL

Attest:  
Thatcher (Delaware)

By: Virginia L. Appelb  
Asst. Secretary

Thatcher, Inc.

By: [Signature]  
Vice President

Attest:

Thatcher, Inc.

By: Virginia L. Appelb  
Asst. Secretary