

# Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.O. 2011, AT 1:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY" WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 1985.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Doc#: 1130810094 Fee: \$40.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 11/04/2011 04:16 PM Pg: 1 of 3



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9093458

DATE: 10-14-11

# UNOFFICIAL COPY

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:28 PM 06/28/2011  
FILED 01:28 PM 06/28/2011  
SRV 110769941 - 2078857 FILE

## STATE OF DELAWARE CERTIFICATE OF MERGER OF IRON HORSE PROPERTIES, INC. AND MISSOURI RIVER BRIDGE COMPANY INTO CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Chicago, Central & Pacific Railroad Company, and the names of the corporations being merged into this surviving corporation are Iron Horse Properties, Inc. and Missouri River Bridge Company.
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
- THIRD:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FOURTH:** The merger is to become effective on June 30, 2011.
- FIFTH:** The Agreement and Plan of Merger is on file at 1741 South Ashland Avenue, Homewood, Illinois 60430, the place of business of the surviving corporation.
- SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

# UNOFFICIAL COPY

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer on the 24 day of June, 2011.

CHICAGO, CENTRAL & PACIFIC  
RAILROAD COMPANY

By: 

~~Solo Finn~~

Its:

Executive Vice President,  
Corporate Services, Chief Legal  
Officer and Corporate Secretary

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