File Number 4963.129 b 87029489

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

87029489

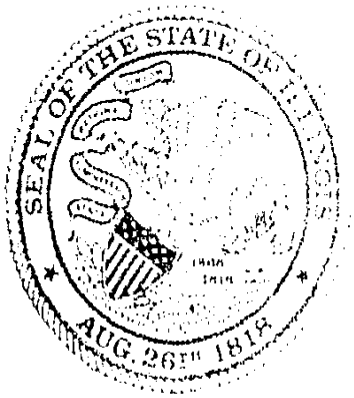
Whereas, ARTICLES OF MERGER OF

STUART-DEAN CO., INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 29th *day of* DECEMBER *AD 19* 86 *and of the Independence of the United States the two hundred and* 11th.



Jim Edgar

SECRETARY OF STATE

C-212

BCA-11.25/11.30 (*Rev. Jul. 1984*)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".
DO NOT SEND CASH!

Filling Fee is $100, but if merger or consolidation of more than 2 corporations $50 for each additional corporation.

File # 87029489

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

This Space for Use By Secretary of State
Date 12/29/86
Filing Fee $ 200.00
Clerk

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, ~~Consolidation or Exchange~~ (*Strike inapplicable words*).

1. The names of the corporations proposing to ~~consolidate or exchange~~ *merge*, and the State or Country of their incorporation, are;

Name of Corporation	State or Country of Incorporation
STUART-DEAN OF ILLINOIS, INC.	Illinois
(formerly Standard Metals Systems, Inc.)	
STUART-DEAN CO., INC.	New York
STUART-DEAN OF PENNSYLVANIA, INC.	Pennsylvania
STUART-DEAN ELEVATOR DIVISION, INC.	New York

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the ~~new~~ *surviving* ~~acquiring~~ corporation is STUART-DEAN CO., INC. and it shall be governed by the laws of NEW YORK

4. The plan of ~~consolidation or exchange~~ *merger* is as follows:

See attached sheets

If not sufficient space to cover this point, add one or more sheets of this size

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(ILL. - 781 - 2/21/85)

5. The plan of merger ~~consolidation~~ ~~exchange~~ was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10. (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
N/A	☐	☐	☐
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange 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 Illinois against the surviving, new or acquiring corporation.

b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and

c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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PLAN

OF

MERGER

*****

FIRST: STUART-DEAN CO., INC., a corporation of the State of New York owns all of the outstanding shares of common stock of each of the following corporations, being the sole class of shares of such corporations outstanding:

Name of Subsidiary	Jurisdiction of Incorporation
STUART-DEAN OF ILLINOIS, INC. (formerly Standard Metal Systems, Inc.)	Illinois
STUART-DEAN OF PENNSYLVANIA, INC. (formerly Metal Maintenance Company)	Pennsylvania
STUART-DEAN ELEVATOR DIVISION, INC.	New York

SECOND: As to each subsidiary corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the surviving corporation are as follows:

Name of Subsidiary	Designation and Number of Outstanding Shares	Number of Shares Owned By Survivor
STUART-DEAN OF ILLINOIS, INC.	10,000 Shares Common Stock, No Par Value	10,000 Shares
STUART-DEAN OF PENNSYLVANIA, INC.	24,000 Shares Common Stock, No Par Value	24,000 Shares
STUART-DEAN ELEVATOR DIVISION, INC.	60 Shares Common Stock, No Par Value	60 Shares

THIRD: The terms and conditions of the proposed merger are as follows:

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1. Each of Stuart-Dean of Illinois, Inc., Stuart-Dean of Pennsylvania, Inc. and Stuart-Dean Elevator Division, Inc. (collectively, the "Subsidiary Corporations") shall be merged into STUART-DEAN CO., INC., which shall be the surviving corporation.

2. On the effective date of the merger, the following numbers of shares of Common Stock of each of Stuart-Dean of Illinois, Inc., Stuart-Dean of Pennsylvania, Inc. and Stuart-Dean Elevator Division, Inc. owned by STUART-DEAN CO., INC., which constitute all of the outstanding stock of the Subsidiary Corporations, shall be cancelled and the separate existence of each Subsidiary Corporation shall cease without further action by any such corporation:

Name of Subsidiary	Number of Shares of Common Stock
STUART-DEAN OF ILLINOIS, INC.	10,000
STUART-DEAN OF PENNSYLVANIA, INC.	24,000
STUART-DEAN ELEVATOR DIVISION, INC.	60

3. On the effective date of the merger, STUART-DEAN CO., INC. shall succeed to all properties, rights and other assets of each Subsidiary Corporation and shall succeed to and be subject to all liabilities and obligations of each Subsidiary Corporation without further action by any such corporation.

4. If at any time STUART-DEAN CO., INC. shall determine that additional conveyances, documents, assumptions or any other actions are necessary or desirable to carry out the

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provisions of this Plan of Merger, the appropriate officers and/or directors of STUART-DEAN CO., INC. shall execute such conveyances, assumptions or other documents or take such action.

5. The effective date of the merger shall be December 29, 1986.

The foregoing Plan of Merger was duly adopted by the board of directors of the surviving corporation on December 23, 1986.

7. (Complete this item if reporting a merger under § 1.80 — 90% owned subsidiary provisions.)

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a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Stuart-Dean of Illinois, Inc.	10,000-Common, No Par	10,000 Common, No Par
Stuart-Dean of Pennsylvania, Inc.	24,000-Common, No Par	24,000 Common, No Par
Stuart-Dean Elevator Division, Inc.	60-Common, No Par	60 Common, No Par

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was N/A, 19 ____.

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? ☒ Yes ☐ No

(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated December 23, 19 86

STUART-DEAN OF ILLINOIS, INC.
(Exact Name of Corporation)

attested by Elaine D. Cullen
(Signature of Secretary or Assistant Secretary)

by John Gargiulo
(Signature of President or Vice President)

Elaine Cullen-Secretary
(Type or Print Name and Title)

John Gargiulo-President
(Type or Print Name and Title)

Dated December 23, 19 86

STUART-DEAN CO., INC.
(Exact Name of Corporation)

attested by Catherine Fasulo
(Signature of Secretary or Assistant Secretary)

by John R. Degan Sr.
(Signature of President or Vice President)

Catherine Fasulo-Secretary
(Type or Print Name and Title)

John R. Degan, Sr.-President
(Type or Print Name and Title)

Dated December 23, 19 86

STUART-DEAN OF PENNSYLVANIA, INC.
(Exact Name of Corporation)

attested by Elaine D. Cullen
(Signature of Secretary or Assistant Secretary)

by John Degan Jr
(Signature of President or Vice President)

Elaine Cullen, Asst. Secretary
(Type or Print Name and Title)

John Degan, Jr.-President
(Type or Print Name and Title)

Dated December 23, 1986

STUART-DEAN ELEVATOR DIVISION, INC.

Attested by Elaine D. Cullen
b Elaine Cullen-Secretary

by John R. Degan Sr.
John R. Degan, Sr.-President

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Form BCA-11.25/11.30

File No. _____

ARTICLES OF MERGER,
~~CONSOLIDATION OR EXCHANGE~~

Filing Fee $100.00, but if a merger or a consolidation of more than two corporations, $50 for each additional corporation.

STUART-DEAN OF ILLINOIS, INC.
STUART-DEAN OF PENNSYLVANIA INC.
STUART-DEAN ELEVATOR DIVISION, INC.

INTO

STUART-DEAN CO., INC.

FILED
DEC 29 1986
JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

C-195

RECORDING DESK
BOX 170

87029439

DEPT-01 RECORDING
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