File Number 9439 486 3

88041551

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

88041551

Whereas, ARTICLES OF MERGER OF

PMC, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE 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* 31st *day of* DECEMBER *AD 19* 87 *and of the Independence of the United States the two hundred and* 12th.

Jim Edgar

SECRETARY OF STATE

C-212

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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!

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

File # 5435-3405

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

This Space for Use By Secretary of State

Date 12-21-87

Filing Fee $ 100.00

Clerk e

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 merge ~~consolidate~~ ~~exchange shares~~ and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
PMC, Inc.	Delaware
NEWTECH INDUSTRIES, INC.	Illinois

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 surviving ~~new~~ ~~acquiring~~ corporation is PMC, Inc.
and it shall be governed by the laws of Delaware

4. The plan of merger ~~consolidation~~ ~~exchange~~ is as follows: See Exhibit A attached hereto

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

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5. The plan of merger consolidation or 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: Not Applicable

(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
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐
	☐	☐	☐

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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7. (Complete this item if reporting a merger under § 11.30 — 90% owned subsidiary provisions.)

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
Newtech Industries, Inc.	Common - 1000	100%

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 _____, 19 Not Applicable

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 affirms under penalties of perjury, that the facts stated herein are true.

Dated November 16, 19 87

Newtech Industries, Inc.
(Exact Name of Corporation)

attested by [signature]
(Signature of Secretary or Assistant Secretary)

by [signature]
(Signature of President or Vice President)

R. Keeffe Griffith, Assistant Secretary
(Type or Print Name and Title)

Lori M. Johnson, Vice President
(Type or Print Name and Title)

Dated _____, 19 _____

PMC, Inc.
(Exact Name of Corporation)

attested by [signature]
(Signature of Secretary or Assistant Secretary)

by [signature]
(Signature of President or Vice President)

R. Keeffe Griffith, Assistant Secretary
(Type or Print Name and Title)

Philip E. Kamins, President
(Type or Print Name and Title)

Dated _____, 19 _____

_____
(Exact Name of Corporation)

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attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

_____
(Type or Print Name and Title)

_____
(Type or Print Name and Title)

PLAN OF MERGER

THIS PLAN OF MERGER is made November 16, 1987, between PMC, INC., a Delaware corporation, and NEWTECH INDUSTRIES, INC., an Illinois corporation.

1. Surviving Corporation.

1.1 NEWTECH INDUSTRIES, INC. is a subsidiary corporation wholly-owned by PMC, INC. All references in this Plan of Merger to "Subsidiary Corporation" shall be to NEWTECH INDUSTRIES, INC.

1.2 PMC, INC. shall be the surviving corporation. All references in this Plan of Merger to "Surviving Corporation" shall be to PMC, INC.

2. Management.

2.1 The Articles of Incorporation of PMC, INC. shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

2.2 The Bylaws of PMC, INC. shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed.

2.3 The officers and directors of PMC, INC. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of PMC, INC. for the term elected until the respective successors shall be elected or appointed and qualified.

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3. Rights, Privileges, Etc.

3.1 On the effective date of the merger, PMC, INC. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the Subsidiary Corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and every other interest of or belonging to or due to the Subsidiary Corporation shall be deemed to be transferred to and vested in PMC, INC. without further act or deed, and the title to any property or any interest in property vested in the Subsidiary Corporation shall not revert or be in any way impaired by reason of the merger.

3.2 On the effective date of the merger, PMC, INC. shall be deemed responsible and liable for all the

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liabilities and obligations of the Subsidiary Corporation; and any claims existing by or against the Subsidiary Corporation may be prosecuted to judgment as if the merger had not taken place, or PMC, INC. may be substituted in place of the Subsidiary Corporation. The rights of creditors shall not be impaired by this merger. PMC, INC. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the Subsidiary Corporation.

4. Conversion of Shares. PMC, INC. at present owns all of the outstanding shares of stock of the Subsidiary Corporation. Upon the effective date of the merger, all of the outstanding shares of stock of the Subsidiary Corporation shall be surrendered and cancelled. The shares of common stock of PMC, INC., whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

5. Expenses of Merger. PMC, INC. shall pay all the expenses of accomplishing the merger.

6. Subsequent Acts. If at any time PMC, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in PMC, INC. the title to any property or rights of the Subsidiary Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the Subsidiary Corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect or conform title to such property or rights in PMC, INC. and to otherwise carry out the provisions of this Plan of Merger.

7. Abandonment of Merger. At any time prior to the filing of Articles of Merger with the Secretary of State of the State of Illinois, the proposed merger may be abandoned by PMC, INC. pursuant to this provision.

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8. Waiver of Mailing. Pursuant to Illinois Business Corporation Act of 1983, §11.30 which permits this waiver, PMC, INC. hereby waives the mailing of copies of this Plan of Merger to it as is otherwise required by said §11.30.

9. Authorization. The directors of PMC, INC. have authorized and adopted this Plan of Merger under the corporate seal of the corporation, by Unanimous Written Consent dated as of this date. The directors have authorized the officers of PMC, INC. to execute this Plan of Merger.

Executed under penalty of perjury.

PMC, INC., a Delaware corporation,

By: _____
Philip E. Kamins, President

ATTEST:

By: _____
Lori M. Johnson,
Assistant Secretary

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RECORDING DESK
BOX 170

FILED

DEC 31 1987

JIM EDGAR
Secretary of State

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COOK COUNTY RECORDER

-88-041551

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