vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

**ARTICLE VII**

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law and shall take effect; and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by shareholders and stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Iowa, and upon the execution, filing and recording of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Iowa , as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolution of their respective boards of directors, at any time prior to the effective date of the Merger.



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IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed by the President and Attested by the Secretary of each party hereto, and the corporate seal affixed.

Attest:
Paris & Sons, Inc.

Mary J. Paris, Secretary

Dean Paris, President

Attest:
Aurora Supply, Inc.

Thomas Paris, Secretary

Stephen Paris, President

Joseph Paris, Vice President

I, Mary J. Paris, Secretary of Paris & Sons, Inc., a corporation organized and existing under the laws of the State of Iowa, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of Paris & Sons, Inc., a corporation of the State of Iowa, was duly submitted to the stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 3,500 shares of stock of said corporation were on said date issued and outstanding and that the holders of 3,500 shares voted by ballot in favor of said Agreement of Merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Paris & Sons, Inc., and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said Paris & Sons, Inc., on this first day of September, 1990.

Mary J. Paris

Mary J. Paris, Secretary

I, Thomas Paris, Secretary of Aurora Supply, Inc., a corporation organized and existing under the laws of the State of Iowa, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of Aurora Supply, Inc. a corporation of the State of Iowa, was duly submitted to the stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 810 shares of stock of said corporation were on said date issued and outstanding and that the holders of 810 shares voted by ballot in favor of said Agreement of Merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Aurora Supply, Inc., and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said Aurora Supply, Inc., on this first day of September, 1990.

Thomas J. Paris, Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Iowa, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation, on the first day of September, 1990.

**Paris & Sons, Inc.**

Mary J. Paris, Secretary

Dean Paris, President

**Aurora Supply, Inc.**

Thomas Paris, Secretary

Stephen Paris, President

Joseph Paris, Vice President

Exhibit "B"

# ARTICLES OF INCORPORATION

# OF

# PARIS & SONS, INC.

RECEIVED

'75 AUG 29 AM 8 43

SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Iowa Business Corporation Act, under Chapter 321 of the Laws of the Fifty-eighth General Assembly (1959), adopt the following Articles of Incorporation for such corporation:

## ARTICLE I.

The name of the corporation is Paris & Sons, Inc.

## ARTICLE II.

The period of duration of this corporation shall be perpetual.

## ARTICLE III.

This corporation shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under this act.

## ARTICLE IV.

The aggregate number of shares which the corporation shall hav authority to issue is 5000, 1000 shares of which shall be preferred stock, 2000 of which shares shall be voting common stock, and 2000 of which shares shall be non-voting common stock, each of whibh sha shall be of $100.00 par value.

## ARTICLE V.

The address of the initial registered office of the corporation shall be Masonville, in Delaware County, Iowa, and the name of its initial registered agent at such address is Dean Paris.

## ARTICLE VI.

The number of directors constituting the initial board of directors of the corporation is five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

| Name | Address |
|---|---|
| Dean Paris | Masonville, Iowa |
| Mary J. Paris | Masonville, Iowa |
| Stephen Paris | Masonville, Iowa |
| Joseph Paris | Masonville, Iowa |
| Thomas Paris | Masonville, Iowa |

FILE No. 232-600 | FILED FOR RECORD THE 18 DAY OF | STATE OF IOWA, DELAWARE COUNTY

RECORDING FEE $ 4.50 | September, 1975 AT 9:10 | Joan Sheppard, Rec

TRANSFER FEE $ | O'CLOCK A.M. BOOK 5 PAGE 191 | By Art. of Inc., Dep

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Exhibit "B"

ARTICLE VII.

The name and address of each incorporator is:

| Name | Address |
|---|---|
| Dean Paris | Masonville, Iowa |
| Mary J. Paris | Masonville, Iowa |
| Stephen Paris | Masonville, Iowa |
| Joseph Paris | Masonville, Iowa |
| Thomas Paris | Masonville, Iowa |

Dated August 27, 1975.

INCORPORATORS

Dean Paris

Mary J. Paris

Stephen Paris

Joseph Paris

Thomas Paris

STATE OF IOWA )
) ss:
DELAWARE COUNTY )

On this 27th day of August, 1975, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Dean Paris, Mary J. Paris, Stephen Paris, Joseph Paris, and Thomas Paris, to me known to be the identical persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

IOWA NOTARIAL SEAL

Thomas H. Tracey Notary Public in and for the State of Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument was filed for record in Book H-30 Page 353 August 29 19 75
Copied Compared Cert. No. 76255 Receipt No. —
Filed By Tracey & Tracey Attorneys at Law
Filing Fee $5.00 Recording Fee $3.00 Secretary of State

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Exhibit "B"

№ 55248

# STATE OF IOWA

OFFICE OF
THE SECRETARY OF STATE

## To All To Whom These Presents Shall Come, Greeting:

I, MARY JANE ODELL, Secretary of State
of the State of Iowa;
CUSTODIAN of the records of incorporations;
DO HEREBY CERTIFY THAT:
PARIS & SONS, INC.,
an Iowa corporation,
filed articles of incorporation on August 29, 1975,
and is shown by the records in this office
to be in Good Standing.

As the same appears of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 27th day of February A Dominion hundred and Eighty-five.

Mary Jane Odell

Secretary of State

Deputy



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## EXHIBIT "C"

Attachment to Plan of Agreement and Merger.

5,326 shares of capital stock of Paris & Sons, Inc., an Iowa corporation, standing in the name or names of R. Dean Paris and Mary J. Paris, or either of them, on the books of said corporation represented by:

COMMON STOCK - VOTING

| | Certificate Number | Number of Shares | Name of Shareholder |
|---|---|---|---|
| 1. | 3 | 18 | MARY J. PARIS |
| 2. | 4 | 18 | DEAN PARIS |
| 3. | 9 | 933 | DEAN PARIS |
| 4. | 10 | 932 | MARY J. PARIS |
| 5. | 11 | 750 | DEAN PARIS |
| 6. | 12 | 750 | MARY J. PARIS |
| 7. | 13 | 49 | MARY J. PARIS |
| 8. | 14 | 50 | DEAN PARIS |

COMMON STOCK - NON-VOTING

| | | | |
|---|---|---|---|
| 9. | 12 | 317 | DEAN PARIS |
| 10. | 13 | 318 | MARY J. PARIS |
| 11. | 14 | 358 | DEAN PARIS |
| 12. | 15 | 358 | MARY J. PARIS |
| 13. | 16 | 238 | MARY J. PARIS |
| 14. | 17 | 237 | DEAN PARIS |

Dated this first day of September, 1990.

R. Dean Paris

Mary J. Paris

EXHIBIT "D"

Attachment to Plan of Agreement and Merger.

1,080 shares of capital stock of Aurora Supply, Inc., an Iowa corporation, standing in the name or names of Stephen Paris, Joseph Paris, and Thomas Paris on the books of said corporation represented by:

COMMON STOCK - VOTING

| | Certificate Number | Number of Shares | Name of Shareholder |
|---|---|---|---|
| 1. | 2 | 30 | Thomas Paris |
| 2. | 4 | 15 | Joseph Paris |
| 3. | 6 | 30 | Stephen Paris |
| 4. | 7 | 15 | Joseph Paris |
| 5. | 11 | 216 | Thomas Paris |
| 6. | 12 | 216 | Joseph Paris |
| 7. | 13 | 216 | Stephen Paris |
| 8. | 14 | 12 | Thomas Paris |
| 9. | 15 | 12 | Thomas Paris |
| 10. | 16 | 12 | Joseph Paris |
| 11. | 17 | 12 | Joseph Paris |
| 12. | 18 | 12 | Stephen Paris |
| 13. | 19 | 12 | Stephen Paris |

COMMON STOCK - NONVOTING

| | | | |
|---|---|---|---|
| 14. | 3 | 45 | Joseph Paris |
| 15. | 5 | 90 | Stephen Paris |
| 16. | 8 | 45 | Joseph Paris |
| 17. | 9 | 90 | Thomas Paris |

Dated this first day of September, 1990.

Stephen Paris

Joseph Paris

Thomas Paris

ELAINE BAXTER
Secretary of State
FILED
Date: Sept. 18, 1990
Time: 9:46
Receipt:



000251

IOWA

Receipt No. R162096

# SECRETARY OF STATE

490 DP-031448
PARIS & SONS, INC.
C/O TERRY LOCKRIDGE & DUNN, INC.
ATTN PAULA S KRASNY
333 DOWS BLDG PO BOX 2555
CEDAR RAPIDS IA 52406

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Merger

The document was filed on Sep. 18, 1990, at 09:45.

The amount of $50.00 was received in full payment of the filing fee.

Elaine Baxter

SECRETARY OF STATE