

PD2000054964

(Requestor's Name)

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PICK-UP WAIT MAIL

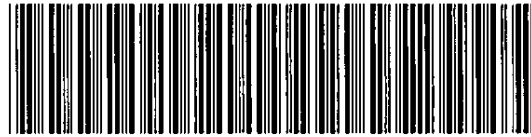
(Business Entity Name)

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17 APR 10 PM 2:14

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2017 APR 10 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 11 2017
C McNAIR

WORK IN

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

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ACCOUNT NO. : I20000000195
REFERENCE : 587457 7397794
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : April 6, 2017
ORDER TIME : 12:32 PM
ORDER NO. : 587457-010
CUSTOMER NO: 7397794

ARTICLES OF MERGER

XORAIL, LLC

INTO

XORAIL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: XORAIL, INC.
Name of Surviving Corporation

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The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Erin Boyts Quinn
Contact Person

Wabtec Corporation
Firm/Company

1001 Air Brake Avenue
Address

Wilmerding, PA 15236
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Boyts Quinn At (412) 825.1141
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Xorail, Inc.	Florida	P02000054964

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Xorail, LLC	Delaware	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 20, 2017 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
March 20, 2017 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Wabtec Holding Corp.	Delaware

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Xorail, LLC	Delaware
Xorail, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The outstanding shares of Xorail, Inc. shall be unaffected by the Merger. The outstanding shares of Xorail, LLC shall be canceled.

(Attach additional sheets if necessary)



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**PLAN OF MERGER
OF
XORAIL, LLC.
WITH AND INTO
XORAIL, INC.**

PLAN OF MERGER, dated as of March 20, 2017, between Xorail, LLC, a Delaware limited liability company, with its address at 1001 Air Brake Avenue, Wilmerding, PA 15148, and Xorail, Inc., a Florida corporation, with its address at 5011 Gate Parkway, Building 100, Suite 400, Jacksonville, FL 32256, collectively, (the "Merging Entities").

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the parties hereto that Xorail, LLC merge with and into Xorail, Inc. (the "Merger") upon the terms and conditions herein provided and in accordance with the provisions of section 607.1105, Florida Statutes.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, the Board of Directors of Xorail, LLC and G& B hereby agree as follows:

SECTION 1. The Merger. At the Effective Time (as defined in Section 2), Xorail, LLC shall be merged with and into Xorail, Inc., the separate existence of Xorail, LLC shall cease, and Xorail, Inc. shall continue as the surviving entity (hereinafter sometimes referred to as the "Surviving Entity"), having its principal place of business located at 535 West 3rd Street, Berwick, PA 18603.

SECTION 2. Effective Time of the Merger. The Merger shall become effective as of 11:59 P.M., Eastern Standard Time, on March 20, 2017 with the Secretary of State of the State of Florida (the time of such filing being the "Effective Time").

SECTION 3. Articles of Incorporation. The Articles of Incorporation of Xorail, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law or such Articles of Incorporation. The Bylaws of Xorail, Inc., shall be the Bylaws of the Surviving Entity at and after the Effective Time until thereafter amended as provided by law.

SECTION 4. Shares of Stock. The manner of converting the outstanding shares of each of the Merging Entities shall be as follows:

The outstanding shares of Xorail, Inc. shall be unaffected by the Merger.
The outstanding shares of Xorail, LLC shall be canceled.

SECTION 5. Assumption of Obligations. Xorail, Inc. shall assume all the obligations of Xorail, LLC under all agreements to which Xorail, LLC is a party and shall assume all other liabilities of Xorail, LLC, all as of the Effective Time.

SECTION 6. Board of Directors and Officers. The Directors and Officers of the Surviving Entity upon the Effective Time shall continue to be the members of the Board of Directors and the Officers of the Surviving Entity, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Entity.

SECTION 7. Merger Documents. The Merging Entities hereby state that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the laws of any foreign jurisdiction where they each may be qualified to transact business; and

The Board of Directors and the proper officers of the Merging Entities, are hereby authorized, empowered and directed to do all things necessary to make, execute, deliver, file and/or record any and all documents which shall be necessary to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

SECTION 8. TERMINATION OF MERGER. The Merger may be terminated at any time prior to the effective date of the Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed (in one or more counterparts or with counterpart signature pages all constituting the same agreement) as of the date first above written by their respective officers and members thereunto duly authorized.

Xorail, LLC

By: 
Name: David M. Seitz

By: 
Name: Keith P. Hildum

Xorail, Inc.

By: 
Name: David M. Seitz

By: 
Name: Keith P. Hildum