

PO2000054964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

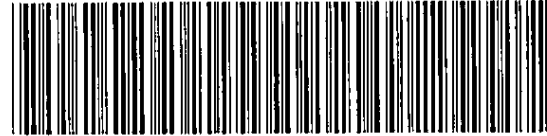
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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900335812259

19 OCT 16 PM 3:43

2019 OCT 16 PM 1:33

OCT 21 2019
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2019

CORPORATION SERVICE COMPANY
ATTN: AMANDA ROBINSON

Ref. Number: 900335812259

RESUBMIT
Please give original
submission date as file date.

RECEIVED
OCT 16 PM 4:33
CORPORATION SERVICE COMPANY

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

UNABLE TO LOCATE THE FLORIDA COMPANY. PLEASE PROVIDE THE DOCUMENT NUMBER FOR THE FLORIDA CORPORATION.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 519A00021440

20 OCT 16 11:06:53

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

2019 OCT 10 10 44 AM
TALLAHASSEE, FL 32301
CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 949217 7397794
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : October 9, 2019
ORDER TIME : 12:08 PM
ORDER NO. : 949217-020
CUSTOMER NO: 7397794

ARTICLES OF MERGER

IP09 RCL CORPORATION

INTO

XORAIL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Xorail, Inc.

Name of Surviving Corporation

2019 OCT 16 PM 4:30
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Westinghouse Air Brake Technologies Corporation

Firm/Company

30 Isabella St.

Address

Pittsburgh, PA 15212

City/State and Zip Code

equinn@wabtec.com

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

For further information concerning this matter, please call:

Erin Boyts Quinn At (412) 8251141

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)

RECEIVED
SEP 16 PM 1:33
STATE OF FLORIDA
DEPARTMENT OF STATE

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Xorial, Inc.	Florida	P02000054904

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IP09 RCL Corporation	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 September 24, 2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 24, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ 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>
Xorail, Inc. _____	Florida _____

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

<u>Name</u>	<u>Jurisdiction</u>
IP09 RCL Corporation _____	Delaware _____
_____	_____
_____	_____
_____	_____
_____	_____

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:

(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: