

PO2000054964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

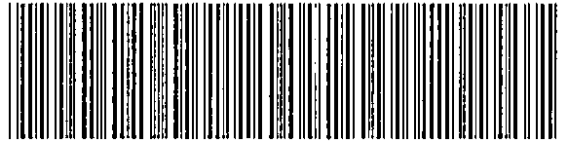
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUL 20 2020

JUL -8 PM 2:37

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

ACCOUNT NO. : I20000000195

REFERENCE : 344637 7397794

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 2020

ORDER TIME : 9:35 AM

ORDER NO. : 344637-005

CUSTOMER NO: 7397794

ARTICLES OF MERGER

RAILROAD CONTROLS, L.P.

INTO

XORAIL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson EXT 62980

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Xorail, Inc.

Name of Surviving Corporation

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

Name of Contact Person At (412) 8251141

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 9, 2020

CSC

SUBJECT: XORAIL, INC.
Ref. Number: P02000054964

RESUBMIT
Please give original
submission date as file date.

We have received your document for XORAIL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As of January 1, 2020, the form for merging a Profit Corporation has changed. Please use the new Profit Corporation Merger with other Corporation form located on our website (www.sunbiz.org).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 420A00013334

RECEIVED
DIVISION OF STATE
20 JUL 16 PM 2 19

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Xorail, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

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 and Daytime Telephone Number

Certified Copy (optional) \$8.75

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2020.11.03 PM 3:38

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Railroad Controls, L.P.	Texas	Limited Partnership
		313000000090

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Xorial, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

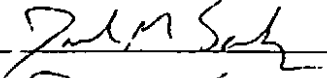
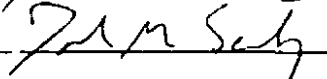
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Xorail, Inc.		David M. Seitz
Railroad Controls, L.P.		David M. Seitz

Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
General Partnerships: Signature of a general partner or authorized person
Florida Limited Partnerships: Signatures of all general partners
Non-Florida Limited Partnerships: Signature of a general partner
Limited Liability Companies: Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Railroad Controls, L.P.	Texas	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Xorail, Inc.	Florida	Corporation

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

Xorail, Inc. shall assume all the obligations of Railroad Controls, L.P. under all agreements to which Railroad Controls, L.P. is a party and shall assume all other liabilities of Railroad Controls, L.P., all as of the Effective Time.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The outstanding shares of Railroad Controls, L.P. shall be canceled.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)