

530014

**WARD AND ROGERS ATTORNEYS**

PROFESSIONAL LIMITED LIABILITY COMPANY  
P. O. DRAWER 59  
STARKVILLE, MISSISSIPPI 39759

WILLIAM H. WARD  
H. RUSSELL ROGERS

AREA CODE 601  
TELEPHONE 323-1912  
FACSIMILE 324-4795

December 20, 1996

Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of Mathis Plow Company, Inc., a  
Florida Corporation into Mathis Plow  
Company, Inc., a Mississippi Corporation

Dear Ms. Mortham:

Enclosed for filing within the business corporation records of  
your office are the following documents:

1. Unanimous consent of merger by Mathis Plow Company, Inc., a  
Florida Corporation.
2. Unanimous consent of merger by Mathis Plow Company, Inc., a  
Mississippi Corporation.
3. Agreement and Plan of merger.

Also enclosed is our firm check in the amount of \$35.00 which  
we trust is the correct filing fee. If additional funds are needed  
please give my office a call and we will send you a check.

Please call if you have any questions.

Yours very truly,

WARD & ROGERS, PLLC

H. RUSSELL ROGERS

HRR/jb  
Enclosures

JAN 17 1997

Merger.

FILED  
91 JAN 16 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 DEC 24 AM 5:34  
DIVISION OF CORPORATIONS

530014

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**MATHIS PLOW COMPANY, a Florida corporation, 530014**

**INTO**

**MATHIS PLOW COMPANY, INC., a Mississippi corporation not qualified in  
Florida.**

**File date: January 16, 1997**

**Corporate Specialist: Velma Shepard**

**WARD AND ROGERS ATTORNEYS**

**PROFESSIONAL LIMITED LIABILITY COMPANY  
P. O. DRAWER 59  
STARKVILLE, MISSISSIPPI 39759**

**WILLIAM H. WARD  
H. RUSSELL ROGERS**

**AREA CODE 601  
TELEPHONE 323-1912  
FACSIMILE 324-4795**

**January 9, 1997**

**Ms. Velma Shepherd  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

**RE: Merger of Mathis Plow Company, Inc., a  
Florida Corporation into Mathis Plow  
Company, Inc., a Mississippi Corporation**

**Dear Ms. Shepherd:**

**Enclosed is our additional check in the amount of \$35.00  
tendered for the balance due for the filing of the merger documents  
sent to you on December 20, 1996.**

**After processing would you please return an acknowledged copy  
to our office.**

**Yours very truly,**

**WARD & ROGERS, PLLC**

**H. RUSSELL ROGERS**

**HRR/jb  
Enclosures**

**Agreement of Merger; Plan of Merger and Tax-Free Reorganization  
Pursuant to IRS Code Section 368(a)(1)(F)**

Agreement of Merger and Plan of Reorganization dated June 30, 1996 by and between MATHIS PLOW COMPANY, INC., Florida corporation (hereinafter called "FLA") and Mathis Plow Company, Inc., a Mississippi corporation (hereinafter called "MS").

**WHEREAS**

1. The Boards of Directors of FLA and MS have resolved that FLA be merged pursuant to the General Corporation Law of the State of Mississippi and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Mississippi, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in transaction qualifying as a reorganization within the meaning of Section 368(2)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of FLA consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereafter called "FLA Common Stock"), of which 100 shares are issued and outstanding;
3. The authorized capital stock of MS consists of 500 shares of Common Stock with no par value but with a stated value of \$1.00 per share (hereinafter called "MS Common Stock"). 100 shares of which are issued and outstanding; and
4. The respective Boards of Directors of FLA and MS have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provision, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Mississippi and the Business Corporation Law of the State of Florida that FLA shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Mississippi, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings: Effects of Merger

1.1 FLA Stockholders' Meeting. FLA shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by FLA Sole Stockholder of MS on or before June 30, 1996, FLA, as the sole stockholder of MS, shall adopt this Agreement in accordance with the General Corporation Law of the State of Mississippi.

1.3 Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by the stockholders of FLA in accordance with the Business Corporation Law of the State of Florida, (b) this Agreement has been adopted by FLA as the sole stockholder of MS, in accordance with the General Corporation Law of the State of Mississippi, and (c) this Agreement is not thereafter, and has not heretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Mississippi and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Mississippi, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects on the Merger. On the Effective Date, the separate existence of FLA shall cease, and FLA shall be merged into MS, as the Surviving Corporation which shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of FLA; and all and singular, the rights, privileges, powers, and franchises of FLA, and all property, real, personal, and mixed, and all debts due to FLA on whatever account, as well as for stock subscriptions and all other things in action or belonging to FLA, shall be vested in the Surviving Corporation and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation, as they were of FLA, and the title to any real estate vested by deed or otherwise, under the laws of Mississippi or Florida or any other jurisdiction, in FLA shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of FLA shall be preserved unimpaired, and all debts, liabilities, and duties of FLA shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of FLA or the corresponding officers of the Surviving instruments may take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to

vest, perfect, or confirm in the Surviving Corporation title to and possession of all FLA's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Certificate of Incorporation: By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be MATHIS PLOW COMPANY, INC., a Mississippi Corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of MS as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of MS, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of FLA and the nature and amount of securities of MS which the holders of shares of FLA Common Stock are to receive in exchange for such shares are as follows:

3.1 FLA Common Stock. Each one share of FLA Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder hereof, be converted at the Effective Date into one fully paid share of MS Common Stock, and outstanding certificates representing shares of FLA Common Stock shall thereafter represent shares of MS Common Stock. Such certificates shall be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of Surviving Corporation.

3.2 MS. Common Stock Held by FLA All issued outstanding shares of MS Common Stock held by FLA immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by shareholders of FLA, if the Board of Directors of FLA

or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Mathis Plow Company, Inc., a Florida Corporation and Mathis Plow Company, Inc., a Mississippi Corporation, all on the date first above written.

ATTEST:

MATHIS PLOW COMPANY, INC.  
A FLORIDA CORPORATION

Inez G. Mathis  
Inez G. Mathis-Secretary

By Leon H. Mathis, Jr.  
Leon H. Mathis, Jr., President

(SEAL)

ATTEST"

MATHIS PLOW COMPANY, INC.,  
A MISSISSIPPI CORPORATION

Inez G. Mathis  
Inez G. Mathis-Secretary

By Leon H. Mathis, Jr.  
Leon H. Mathis, Jr., President

(SEAL)

**Unanimous Consent of the Sole Shareholder of Mathis Plow Company,  
Inc., a Florida Corporation**

The undersigned, being the sole shareholder of Mathis Plow Company, Inc. a Florida Corporation, hereby adopts the following resolutions effective June 30, 1996.

RESOLVED, That the Corporation merge with Mathis Plow Company, Inc., a Mississippi Corporation pursuant to Merger; Plan of Merger and Tax-Free Reorganization, a copy of which is attached to these minutes as Exhibit "A";

FURTHER RESOLVED, that the Agreement of Merger and Plan of Merger and Tax-Free Reorganization is approved and adopted.

ATTEST:

Inez G. Mathis  
Inez G. Mathis-Secretary

Mathis Plow Company, Inc.,  
a Florida Corporation

by Leon H. Mathis, Jr.  
Leon H. Mathis, Jr., President



**Unanimous Consent of the Board of Directors and of the Sole  
Shareholder of Mathis Plow Company, Inc. a Mississippi Corporation**

**Unanimous Consent of Board of Directors**

The undersigned being all of the Directors of Mathis Plow Company, Inc., a Mississippi Corporation, (the "Corporation") hereby adopt the following resolutions effective June 30, 1996.

RESOLVED, That the Board of Directors of the Corporation hereby determine that the merger of this Corporation with Mathis Plow Company, Inc., a Florida Corporation (hereinafter referred to as "Florida") upon the terms set forth in this Agreement of Merger and Plan of Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interest of this Corporation and is recommended as acceptable to the Corporation's sole stockholder.



FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Corporation and Florida presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the President and the Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution to be conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the sole stockholder of this Corporation and by the stockholders of Florida that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Mississippi, Articles of Merger in the State of Florida and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.

  
Leon H. Mathis, Jr. - President  
  
Inez G. Mathis - Secretary