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MERGER OR SHARE EXCHANGE  
PROGRESS RAIL SERVICES CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act.

1. The name, jurisdiction and entity identification number of the surviving corporation are as follows:

**Name:** Progress Rail Services Corporation  
**Jurisdiction:** Alabama  
**AL Entity ID No.:** 176-376

F9600000392

2. The name, jurisdiction and document number of the merging corporation are as follows:

**Name:** Haynes Corporation  
**Jurisdiction:** Florida  
**FL Doc. No.:** P00000055974

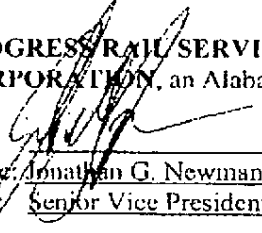
3. The Agreement and Plan of Merger is attached hereto as Exhibit A.

4. The merger shall become effective at 11:59 pm Eastern Time on December 31, 2017.

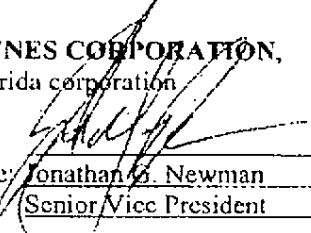
5. The Plan of Merger was adopted, in accordance with Alabama law, by the board of directors of the surviving corporation on December 18, 2017, and shareholder approval was not required.

6. The Plan of Merger was adopted, in accordance with Florida law, by the board of directors of the merging corporation on December 18, 2017, and shareholder approval was not required.

**PROGRESS RAIL SERVICES CORPORATION**, an Alabama corporation

By:   
Name: Jonathan G. Newman  
Title: Senior Vice President

**HAYNES CORPORATION**, a Florida corporation

By:   
Name: Jonathan G. Newman  
Title: Senior Vice President

FILED  
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Exhibit A

Agreement and Plan of Merger

[See attached]

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 18, 2017, by Progress Rail Services Corporation, an Alabama corporation ("Progress Rail"), and Haynes Corporation, a Florida corporation ("Haynes", and collectively with Progress Rail, the "Parties"), pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act and Section 10A-2-11.01 et seq. of the Alabama Business Corporation Law.

#### RECITALS

A. Haynes is a wholly owned subsidiary of Progress Rail.

B. The board of directors of Progress Rail has authorized the merger of Haynes with and into Progress Rail on the terms and conditions set forth herein (the "Merger").

NOW, THEREFORE, the Parties agree as follows:

#### AGREEMENT'S

1. Parties to the Merger. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of stock of the subsidiary corporation is Progress Rail Services Corporation, an Alabama corporation. The name and jurisdiction of the subsidiary corporation that will be merged with and into the parent corporation is Haynes Corporation, a Florida corporation.

2. Effective Time. The merger shall be effective at 11:59 pm Eastern Time on December 31, 2017 ("Effective Time").

3. Merger of CST into Progress Rail. At the Effective Time, Haynes will be merged with and into Progress Rail, and Progress Rail will be the surviving corporation, with a principal place of business located at 1600 Progress Drive, P.O. Box 1037, Albertville, AL 35950.

4. Cancellation of Shares of Common Stock. At the Effective Time, all shares of common stock in Haynes held by Progress Rail immediately before the Effective Time will be cancelled.

5. Assets and Liabilities. At the Effective Time, by operation of law, all of the property, rights, interests and other assets of Haynes will be transferred to and vested in Progress Rail, and Progress Rail will assume all of the liabilities of Haynes. As and when requested by Progress Rail or its successors or assigns, Haynes shall execute and deliver all such instruments and take all such other actions as Progress Rail may deem necessary or appropriate in order to vest in Progress Rail title to and possession of any property of Haynes or otherwise to carry out the intent and purposes hereof.

6. Organizational Documents. At the Effective Time, the Articles of Incorporation of Progress Rail, as amended, in effect immediately before the Effective Time will continue to be its Articles of Incorporation, without amendment by reason of this Agreement, until changed as provided by law. The bylaws of Progress Rail in effect immediately before the Effective Time

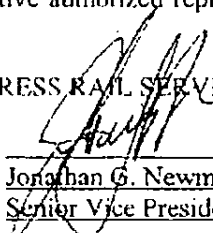
will continue to be its bylaws, without amendment by reason of this Agreement, until changed as provided by law or in the bylaws. The board of directors and the officers of Progress Rail in office immediately prior to the Effective Time will continue in office as provided by the terms of their appointment.

7. Filing of Certificate of Merger. Progress Rail will file articles of merger with the Florida Department of State and a certificate of merger with the Alabama Secretary of State, as required, respectively, by Section 607.1105 and 607.1107 of the Florida Business Corporation Act, as amended, and Sections 10A-1-8.02(f) and 10A-2-11.05 of the Code of Alabama of 1975, as amended.

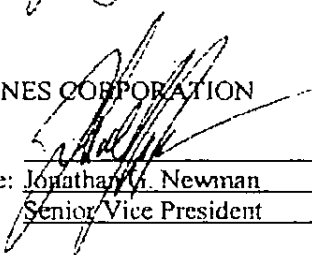
[Signature Page Follows]

IN WITNESS WHEREOF, the Parties to this Agreement have caused this Agreement and Plan of Merger to be executed by their respective authorized representatives as of the date first set forth above.

PROGRESS RAIL SERVICES CORPORATION

By:   
Name: Jonathan G. Newman  
Title: Senior Vice President

HAYNES CORPORATION

By:   
Name: Jonathan G. Newman  
Title: Senior Vice President