

P13000100890

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000281590 3)))



H130002815903ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

Eff: 12-31-13

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
13 DEC 23 PM 5:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
RAILWAY EQUIPMENT COMPANY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

13 DEC 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Morgan

Electronic Filing Menu

Corporate Filing Menu

Help

12-26-13

eff: 12-31-13

ARTICLES OF MERGER
OF
RAILWAY EQUIPMENT COMPANY, INC.
(A Minnesota Corporation)
WITH AND INTO
RAILWAY EQUIPMENT COMPANY, INC.
(A Florida Corporation)

FILED
13 DEC 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger is Railway Equipment Company, Inc. (the "Surviving Corporation"). Following the merger, the name of the Surviving Corporation shall continue to be "Railway Equipment Company, Inc." The Surviving Corporation is a Florida corporation existing pursuant to the provisions of the Florida Business Corporation Act, organized on December 19, 2013.

ARTICLE II
Merging Corporation

The name of the corporation merging into the Surviving Corporation is Railway Equipment Company, Inc. (the "Merging Corporation"). The Merging Corporation is a Minnesota corporation existing pursuant to the provisions of the Minnesota Corporation Act, organized on January 28, 1980.

ARTICLE III
Plan of Merger

The Merging Corporation and the Surviving Corporation, after proper adoption by the board of directors and approval by the shareholders of each corporation, have adopted a Plan of Merger containing such information as required by section 607.1101, Florida Statutes, a copy of which is attached hereto as Exhibit A and by reference made a part hereof.

ARTICLE IV
Effective Date of Merger

The effective date of the Merger shall be December 31, 2013 at 11:59 p.m. EST.

ARTICLE V

Adoption of Merger by Surviving Corporation

The Plan of Merger was adopted by the board of directors on December 19, 2013. The shareholders of the Surviving Corporation approved the Plan of Merger on December 19, 2013.

ARTICLE VI

Adoption of Merger by Merging Corporation

The Plan of Merger was adopted by the board of directors on December 19, 2013. The shareholders of the Merging Corporation approved the Plan of Merger on December 19, 2013.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by a duly authorized representative acting for and on behalf of each such company, and each such authorized representative verifies and affirms subject to penalties of perjury that the statements contained herein are true, effective as of December ~~19th~~ 2013.

RAILWAY EQUIPMENT COMPANY, INC., a
Florida corporation ("Surviving Corporation")

By: David K. Fox
David K. Fox, President and CEO

RAILWAY EQUIPMENT COMPANY, INC., a
Minnesota corporation ("Merging Corporation")

By: David K. Fox
David K. Fox, President and CEO

12/23/2013 16:34:37 From: To: 8506176380

(5/8)

Exhibit A

PLAN OF MERGER

PLAN OF MERGER
OF
RAILWAY EQUIPMENT COMPANY, INC.
(A Minnesota Corporation)
WITH AND INTO
RAILWAY EQUIPMENT COMPANY, INC.
(A Florida Corporation)

THIS PLAN OF MERGER is adopted and approved by Railway Equipment Company, Inc., a Minnesota corporation (the "Merging Corporation"), and Railway Equipment Company, Inc., a Florida corporation (the "Surviving Corporation").

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger is Railway Equipment Company, Inc., a Florida corporation existing pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE II
Merging Corporation

The name of the corporation merging into the Surviving Corporation is Railway Equipment Company, Inc., a Minnesota corporation existing pursuant to the provisions of the Minnesota Business Corporation Act.

ARTICLE III
Terms and Conditions of Merger

On the Effective Date (as defined in Article VI hereof) the Merging Corporation shall be merged into the Surviving Corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida under its present name, Railway Equipment Company, Inc. The Articles of Incorporation and By-Laws of the Surviving Corporation shall be the existing Articles of Incorporation and By-Laws of the Surviving Corporation, and shall not be amended as a result of the merger. The officers and directors of the Surviving Corporation shall continue to serve as the officers and directors after the Effective Date, until such time as their successors shall have been duly elected and have qualified or until their earlier resignation, death or removal from office.

The Surviving Corporation shall possess and retain every interest of the Merging Corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the Merging Corporation shall become vested in the

Surviving Corporation without further act or deed, and such title/interest in all real estate vested in the Merging Corporation shall become vested in the Surviving Corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the Merging Corporation shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Merging Corporation existing effective as of the Effective Date.

ARTICLE IV
Manner and Basis of Converting Shares

The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving 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, or other securities of the Surviving Corporation, or, in whole or in part, into cash or other property are as follows:

By virtue of the merger and without any further action by the parties or otherwise: Each one share of Merging Corporation 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 thereof, be converted at the Effective Date into one fully paid share of Surviving Corporation common stock, and outstanding certificates representing shares of Merging Corporation common stock shall thereafter represent shares of Surviving Corporation common stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

ARTICLE V
Tax Free Reorganization

The Merging Corporation and Surviving Corporation intend for the merger to qualify as a reorganization within the meaning of Section 368(a)(1)(F) and related sections of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement shall constitute a "plan of reorganization" for purposes of Sections 354 and 361 of the Code, and agree to cooperate and to take such actions as may be reasonably necessary to assure such result.

ARTICLE VI
Effective Date

The Effective Date of the merger shall be December 31, 2013 at 11:59 p.m. EST.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this Plan of Merger to be executed by a duly authorized representative acting for and on behalf of each corporation, and each such authorized representative verifies and affirms subject to penalties of perjury that the statements contained herein are true as of this 9th day of December, 2013.

SURVIVING CORPORATION

**RAILWAY EQUIPMENT COMPANY, INC., a
Florida Corporation**

By: David K. Fox
David K. Fox, President and CEO

MERGING CORPORATION

**RAILWAY EQUIPMENT COMPANY, INC., a
Minnesota Corporation**

By: David K. Fox
David K. Fox, President and CEO