SECRETARY OF STATE

FRANCES JONES MILLS Secretary



FRANKFORT, KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of	
	RIC OF LOULING SPERM , THE.
a domestic co	rporation, into <u>SOYAL APPEARATION</u> , rporation, duly signed and verified pursuant to the Provisions of Ken- I Statutes Chapter 271A have been received in this office and comply to
said statutes. Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of RIG ON TO ALTIG COURT, ALT.	
	RIC OF TO ALTHOUSE TO THE
INTO	ROYAL INTERNATIONAL CORPORATION
	Witness my official signature and seal of office this 13TH day of OCTOBIO , 1983, at Frankfort, Kentucky. Range Free Mills SECRETARY OF STATE
SECRETARY	OF STATE

ORIGINAL COPY
FILED
SECRETARY OF STATE OF MENTIONY
PLANTING ASSOCIATION

ARTICLES OF MERGER BY AND BETWEEN R.I.C. OF BOWLING GREEN, INC. AND ROYAL INTERNATIONAL CORPORATION

OCT 13 1983

SANCES FILE STORES OF STATE

Pursuant to KRS 271A.375, and other applicable law,
Royal International Corporation, a Kentucky corporation, (hereinafter "Royal") by and through its duly authorized corporate
officers, has executed these Articles of Merger under the terms
of which R.I.C. of Bowling Green, Inc., a Kentucky corporation,
(hereinafter "R.I.C.") shall be merged with and into Royal, with
Royal being the surviving corporation.

317233

ARTICLE I

Plan of Merger

The Plan of Merger by and between R.I.C. and Royal is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE II

Outstanding Shares

R.I.C. has one class of no par common stock with 1,000 shares outstanding. Royal is the sole shareholder of R.I.C., owning all 1,000 shares outstanding.

ARTICLE III

Shareholder Notice

As the sole shareholder of R.I.C., Royal, pursuant to KRS 271A.375(4), hereby waives the requirement of KRS 271A.375(2) that a copy of the Plan of Merger be mailed to Royal.

ARTICLE IV

Effective Date

The merger shall be effective as of 12:00 midnight October 13,1983.

IN TESTIMONY WHEREOF, the President and Secretary of Royal, the surviving corporation, do hereby execute these Articles of Merger this $\frac{th}{2}$ day of October, 1983.

ROYAL INTERNATIONAL CORPORATION

M. Loraine Cauble, President

ATTEST:

G. R. Hitch, Secretary

COMMONWEALTH OF KENTUCKY)
: SS
COUNTY OF JEFFERSON)

I, a Notary Public, do hereby certify that on this day of October, 1983, there personally appeared before me M. Loraine Cauble, who being by me first duly sworn, declared that he is the President of Royal International Corporation and that he signed the foregoing documents as President of said Corporation and that the statements contained therein are true.

My commission expires: /-20-8/.

Notary Public Jonet

PLAN OF MERGER

This is a Plan of Merger among R.I.C. of Bowling Green, Inc., a Kentucky corporation, and Royal International Corporation, a Kentucky corporation.

- 1. The names of the corporations proposing to merge are R.I.C. of Bowling Green, Inc. (hereinafter "R.I.C.") and Royal International Corporation (hereinafter "Royal"). R.I.C. is a wholly owned subsidiary of Royal. R.I.C. proposes to merge into Royal, which will be the surviving corporation.
- 2. All shares of R.I.C. will be canceled in order to effect the merger, and no shares shall be issued by Royal in exchange therefore.
- 3. No changes shall be made in the Articles of Incorporation of Royal, which Articles shall govern the operations of the surviving corporation.
- 4. Royal shall succeed to all of the assets and liabilities of R.I.C.
- 5. Pursuant to KRS 271A.375(4), Royal, as sole share-holder of R.I.C., does hereby waive the requirement of KRS 271A.375(2) that a copy of the Plan of Merger be mailed to Royal.
- 6. The merger shall be effective as of 12:00 midnight October 13,1983.