

18560
\$45.00 (\$216.00ck)
1-20-78
RN: 17761

7728

Q. Earl Shenton
SECRETARY OF STATE
FILED
JAN 20 1978
A.M. 7|8|9|10|11|12|1|2|3|4|5|6 P.M.

Articles of Merger of
Imperial Plaza Corporation ("Merging Corporation"),
a Virginia corporation into
Daniel International Corporation ("Surviving Corporation"),
a South Carolina corporation

Pursuant to the provisions of the South Carolina
Business Corporation Act of 1962, as amended (the "Act"), the
undersigned corporation adopts these Articles of Merger for the
purpose of merging the subsidiary corporation into the under-
signed as the Surviving Corporation pursuant to §33-17-50 of
the Act:

I. The names of the undersigned corporations and the
states under the laws of which they are respectively organized
are:

<u>Name of Corporation</u>	<u>State</u>
Daniel International Corporation	South Carolina
Imperial Plaza Corporation	Virginia

19780216000019150 1/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

II. The laws of the state under which such subsidiary
corporation is organized permit such a merger and all condi-
tions required by the laws of such state have been satisfied.

III. The name of the Surviving Corporation is "Daniel
International Corporation" and it is to be governed by the
laws of the State of South Carolina.

IV. The following Plan of Merger was approved by
the directors of the undersigned corporations in the manner
prescribed by law:

Date FEB 13 1978

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

Randolph H. Lanier
Balch, Bingham, Baker, et al
600 N. 18th St.
Bham, Ala 35203

Q. Earl Shenton
SECRETARY OF STATE OF SOUTH CAROLINA



19780216000019150 2/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

BOOK 23 PAGE 937

1. The Merger. At the effective time of the merger, the separate existence of the Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation, which shall continue its corporate existence and be the corporation surviving the merger. The merger shall be effective upon the filing of the Agreement and Plan of Merger and such other instruments as shall be required by law with the appropriate officials of the state of incorporation of each of the Constituent Corporations. The effective time of the merger shall be the time at which such filings shall have been made in accordance with the laws of the state of incorporation of each of the Constituent Corporations.

2. Name of Surviving Corporation. The name of the corporation surviving the merger shall be "Daniel International Corporation."

3. Certificate of Incorporation and Bylaws of Surviving Corporation. The certificate of incorporation and bylaws of Surviving Corporation as in effect at the effective time of the merger shall continue in full force and effect as the certificate of incorporation and bylaws of Surviving Corporation.

4. Directors and Officers. Persons who are officers and directors of Surviving Corporation at the effective time of the merger shall continue to hold office as such until the first annual meeting of the shareholders of Surviving Corporation after the effective time of the merger and until their respective successors are elected or appointed in the manner provided in the bylaws, or until their death, resignation or removal as provided in the bylaws of Surviving Corporation.

5. Capitalization. The merger shall effect no change in any of the shares of Surviving Corporation's stock and none of its shares shall be converted as a result of the merger. All stock of the Merging Corporation shall, without further action, be cancelled as of the effective time of the merger.

6. Further Assurances. The Merged Corporation agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes of the Agreement and Plan of Merger and



19780216000019150 3/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

7. Termination. The Agreement and Plan of Merger may be terminated by the Board of Directors of either of the Constituent Corporations prior to the effectiveness thereof, whether before or after shareholder approval and for any reason they may deem sufficient and proper.

8. Governing Law. The laws which shall govern the Surviving Corporation shall be the laws of the State of South Carolina.

V. The number of shares outstanding, and the designation and number of outstanding shares of each class of the Merging Corporation, and the subsidiary corporation, owned by Surviving Corporation are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviv- ing Corporation</u>
Imperial Plaza Corporation	6,000	Common	6,000

VI. Surviving Corporation, the sole shareholder of Merging Corporation, waived on January 20, 1978, the mailing to it of the Plan of Merger and any and all other notices required by law to be given.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused the same to be executed in their corporate names by their duly authorized officers as of the day and year first above written.

Dated: January 20, 1978



19780216000019150 4/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

DANIEL INTERNATIONAL CORPORATION,
a South Carolina corporation

By: Paul H. Hines
Its VICE PRESIDENT

and

By: Garry R. Smith
Its Asst. Secretary

IMPERIAL PLAZA CORPORATION,
a Virginia corporation

By: D. Caldwell Bagwell
Its President

and

By: Paul H. Hines
Its SECRETARY

BOOK 23 PAGE 939

BOOK

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE) ss.
)

The undersigned ROBERT P. STIRM and S. GARRY
SMITH do hereby certify that they are the
VICE PRESIDENT and ASS'T. SECRETARY,
respectively, of Daniel International Corporation and are
authorized to execute this document; that each of the
undersigned for himself does hereby further certify that he
has read the foregoing document, understands the meaning and
purport of the statements therein contained and the same are
true to the best of his information and belief.

R. P. Stirm

Garry Smith



19780216000019150 5/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

BOOK 23 PAGE 940

BOOK

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)



19780216000019150 6/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

The undersigned R. CALDWELL ENGLUND and
ROBERT P. STIRM do hereby certify that they are
the PRESIDENT and SECRETARY,
respectively, of Imperial Plaza Corporation and are authorized
to execute this document; that each of the undersigned for
himself does hereby further certify that he has read the fore-
going document, understands the meaning and purport of the
statements therein contained and the same are true to the best
of his information and belief.

R. Caldwell Englund
R.P. Stirm

BOOK 23 PAGE 941

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 20th day of January, 1978, between Daniel International Corporation, a South Carolina corporation having its registered office in South Carolina at the Daniel Building, Greenville, South Carolina 29602 (herein "Surviving Corporation"), and Imperial Plaza Corporation, a Virginia corporation, having its registered office in Richmond, Virginia, at the 18th Floor, 700 East Main Street, Richmond, Virginia 23212 (herein "Merging Corporation"), both corporations being sometimes collectively called the Constituent Corporations.

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of South Carolina, having outstanding capital stock consisting of 6,977,353 shares of common stock; and

WHEREAS, Merging Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having authorized capital stock consisting of 5,000 shares, all of which are of one class and with a par value of \$10.00 per share, all of which shares are issued and outstanding in the hands of Surviving Corporation; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable that these corporations merge and have duly approved and authorized this Agreement and Plan of Merger; and



19780216000019150 7/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT



19780216000019150 8/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

WHEREAS, the laws of the state of incorporation of the Constituent Corporations permit the merger provided for herein and the Constituent Corporations desire to merge under and pursuant to the laws of their respective states of incorporation, and all conditions to such merger under the laws of such states having been satisfied.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the parties agree that the Constituent Corporations shall be merged on the following terms and conditions:

1. The Merger. At the effective time of the merger, the separate existence of the Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation, which shall continue its corporate existence and be the corporation surviving the merger. The merger shall be effective upon the filing of the Agreement and Plan of Merger and such other instruments as shall be required by law with the appropriate officials of the state of incorporation of each of the Constituent Corporations. The effective time of the merger shall be the time at which such filings shall have been made in accordance with the laws of the state of incorporation of each of the Constituent Corporations.
2. Name of Surviving Corporation. The name of the corporation surviving the merger shall be "Daniel International Corporation."

3. Certificate of Incorporation and Bylaws of Surviving Corporation. The certificate of incorporation and bylaws of Surviving Corporation as in effect at the effective time of the merger shall continue in full force and effect as the certificate of incorporation and bylaws of Surviving Corporation.

4. Directors and Officers. Persons who are officers and directors of Surviving Corporation at the effective time of the merger shall continue to hold office as such until the first annual meeting of the shareholders of Surviving Corporation after the effective time of the merger and until their respective successors are elected or appointed in the manner provided in the bylaws, or until their death, resignation or removal as provided in the bylaws of Surviving Corporation.

5. Capitalization. The merger shall effect no change in any of the shares of Surviving Corporation's stock and none of its shares shall be converted as a result of the merger. All stock of the Merging Corporation shall, without further action, be cancelled as of the effective time of the merger.

6. Further Assurances. The Merged Corporation agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving



19780216000019150 9/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT



19780216000019150 10/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes of the Agreement and Plan of Merger and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

7. Termination. The Agreement and Plan of Merger may be terminated by the Board of Directors of either of the Constituent Corporations prior to the effectiveness thereof, whether before or after shareholder approval and for any reason they may deem sufficient and proper.

8. Governing Law. The laws which shall govern the Surviving Corporation shall be the laws of the State of South Carolina.

9. Counterparts. The Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused the same to be executed in their corporate names by their duly authorized officers as of the day and year first above written.

ATTEST:

DANIEL INTERNATIONAL CORPORATION,
a South Carolina corporation

Gary Chubb
Its Asst. Secretary

(SEAL)

By:

R. E. Plummer
Its Vice President



19780216000019150 11/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

ATTEST:

IMPERIAL PLAZA CORPORATION,
a Virginia corporation

R. E. Plummer
Its Secretary

(SEAL)

By:

R. Caldwell England
Its President

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1978 FEB 16 AM 10:26

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec. 1650
Ind. 100

1750

BOOK 23 PAGE 046