

7729

19780216000019200 1/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

ARTICLES OF MERGER
of
IMPERIAL PLAZA CORPORATION
(A Virginia Corporation)
into
DANIEL INTERNATIONAL CORPORATION
(A South Carolina Corporation)

1. The Plan of Merger is attached hereto.
2. As to Imperial Plaza Corporation, the Board of Directors approved the Plan of Merger on January 19, 1978, and directed that it be submitted to the sole stockholder for its consent in writing; and such sole stockholder, being the holder of 6,000 shares of capital stock, \$10.00 par value, the only class of capital stock authorized and outstanding, consented to and approved the Plan of Merger by an instrument in writing pursuant to Section 13.1-28 of the Virginia Stock Corporation Act.
3. The merger is permitted by the laws of the State of South Carolina under which Daniel International Corporation is organized, and all conditions required by the laws of the State of South Carolina have been satisfied.
4. Daniel International Corporation as the surviving corporation is to be a South Carolina corporation.
5. Daniel International Corporation as the surviving corporation hereby (a) agrees that it may be served with process in the State of Virginia in any proceeding for the enforcement of any obligation of Imperial Plaza Corporation and in any proceeding for the enforcement of rights of a dissenting stockholder of Imperial Plaza Corporation against the surviving corporation; (b) irrevocably appoints the Clerk of the State Corporation Commission of Virginia as agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting stockholders of Imperial Plaza Corporation the amount, if any, to which they shall be entitled by the provisions of

BOOK 23 PAGE 947

Randolph H. Lanier
Balch Bingham Baker et al
600 N. 18th St.
Birmingham, Ala 35202

the Virginia Stock Corporation Act with respect to the rights of dissenting stockholders.

6. On the effective date of the merger, the stated capital of Daniel International Corporation will be \$14,334,140.

Dated: January 20, 1978.



19780216000019200 2/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

IMPERIAL PLAZA CORPORATION

By *D. McQuill England*
As Its President

And By *D. R. Hines*
As Its SECRETARY

DANIEL INTERNATIONAL CORPORATION

By *Paul Hines*
As Its VICE PRESIDENT

And By *Danny Hines*
As Its Asst. Secretary

BOOK 23 PAGE 948



19780216000019200 3/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a notary public, do hereby certify that on this 20th day of January, 1978, personally appeared before me, ROBERT P. STIRM, who, being by me first duly sworn, declared that he is the VICE PRESIDENT of Daniel International Corporation, a South Carolina corporation, that he signed the foregoing document as VICE PRESIDENT of the corporation, and that the statements therein contained are true.

David Paul Lusk
Notary Public

My Commission Expires August 31, 1978

My commission expires: _____

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a notary public, do hereby certify that on this 20th day of January, 1978, personally appeared before me, R. CALDWELL ENGLUND, who, being by me first duly sworn, declared that he is the PRESIDENT of Imperial Plaza Corporation, a Virginia corporation, that he signed the foregoing documents as PRESIDENT of the corporation, and that the statements therein contained are true.

David Paul Lusk
Notary Public

My Commission Expires August 31, 1978

My commission expires: _____


BOOK 23 PAGE 949

STATE OF ALABAMA
COUNTY OF JEFFERSON



19780216000019200 4/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

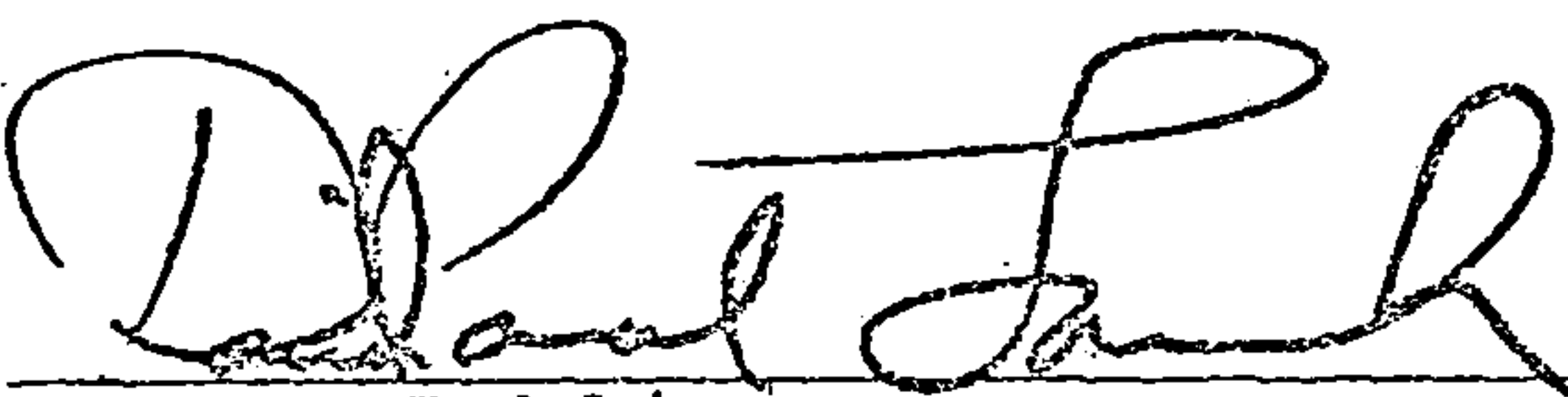
I, the undersigned, a notary public, do hereby certify that on this 20th day of January, 1978, personally appeared before me, S. GARRY SMITH, who, being by me first duly sworn, declared that he is the Ass't. SECRETARY of Daniel International Corporation, a South Carolina corporation, that he signed the foregoing document as Ass't. SECRETARY of the corporation, and that the statements therein contained are true.



Notary Public
My Commission Expires August 31, 1978
My commission expires: _____

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a notary public, do hereby certify that on this 20th day of January, 1978, personally appeared before me, ROBERT P. STIRM, who, being by me first duly sworn, declared that he is the SECRETARY of Imperial Plaza Corporation, a Virginia corporation, that he signed the foregoing documents as SECRETARY of the corporation, and that the statements therein contained are true.



Notary Public
My Commission Expires August 31, 1978
My commission expires: _____

BOOK 23 PAGE 950



19780216000019200 5/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

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 4,000 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



19780216000019200 6/11 \$.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."



19780216000019200 7/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

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

BOOK 23 PAGE 954

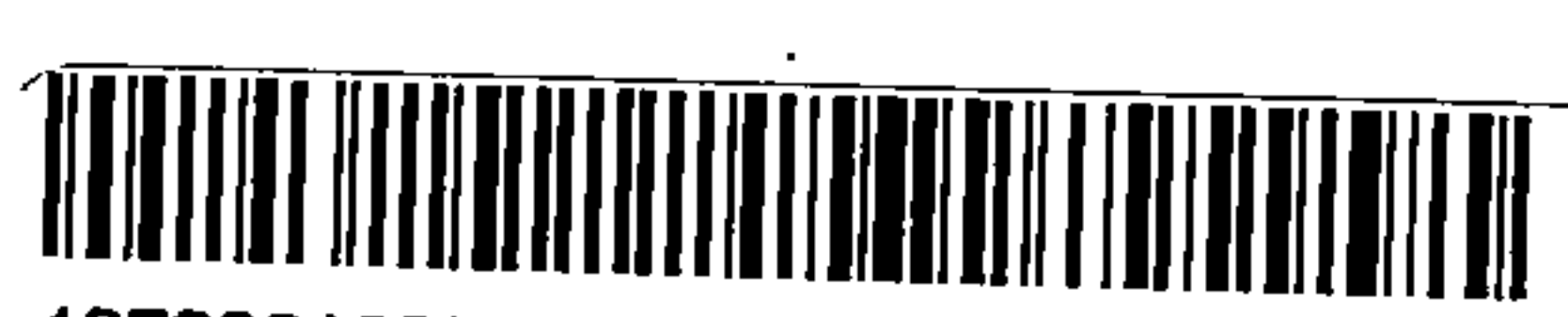
Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes of the Agreement and Plan of Merger and the proper officers and directors of the Merging Corporation and 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.


19780216000019200 8/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

ATTEST:

Garry Chubb
Its Asst. Secretary

(SEAL)

DANIEL INTERNATIONAL CORPORATION,
a South Carolina corporation

By: B. E. Allen
Its Vice President



19780216000019200 9/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

ATTEST:

B. E. Allen
Its Secretary

(SEAL)

IMPERIAL PLAZA CORPORATION,
a Virginia corporation

By: D. Caldwell England
Its President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
January 20, 1978

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Merger of Imperial Plaza Corporation (a Va. corp.) into
Daniel International Corporation (a S.C. corp. domest. in Va.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that

Imperial Plaza Corporation



19780216000019200 10/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

be merged into Daniel International Corporation

the surviving corporation, which shall continue to be a corporation existing under the laws of the State of

South Carolina

with the corporate name

Daniel International Corporation

and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease.

STATE CORPORATION COMMISSION

By Thomas P. Hemmick, Jr.
Commissioner

BOOK 23 PAGE 956



19780216000019200 11/11 \$.00
Shelby Cnty Judge of Probate, AL
02/16/1978 12:00:00 AM FILED/CERT

Commonwealth of Virginia



State Corporation Commission

I, George M. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of a Certificate of Merger, issued January 20, 1978, merging Imperial Plaza Corporation, a Virginia corporation, into Daniel International Corporation, a South Carolina corporation domesticated in Virginia.

BOOK 23 PAGE 957

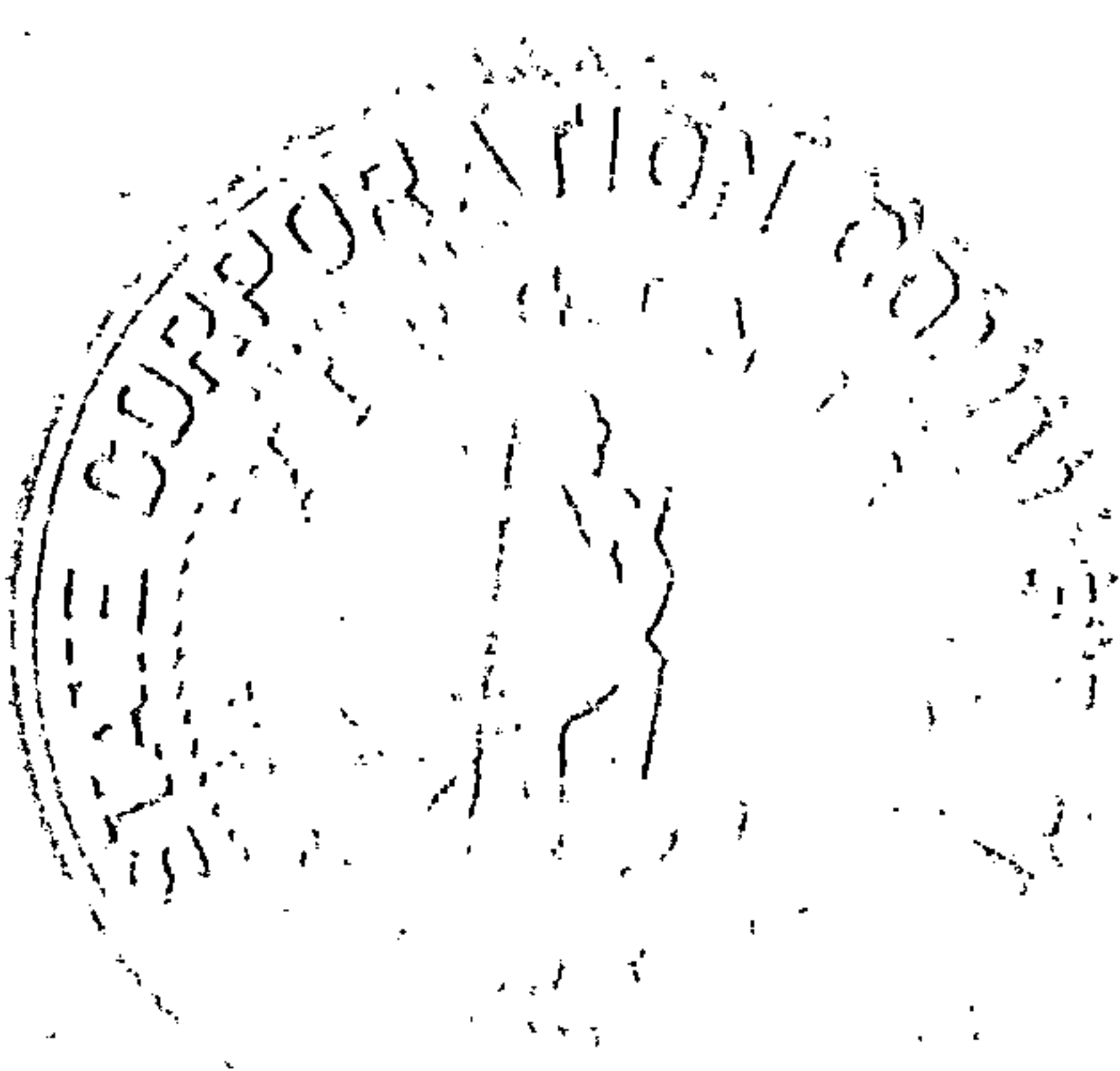
STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1978 FEB 16 AM 10:27

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec. 16 50
Ind. 1 00
17 50

*In Testimony Whereof I hereunto set my hand and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this 9th day of
February A.D. 1978.*



George M. Bryant, Jr.
First Assistant Clerk of the Commission