443

Certificate of Ownership and
Merger
Merging
Simsco, Inc., an Alabama corporation
Simscore, Inc., an Alabama corporation
Simsco-Todd, Inc., an Alabama corporation
Simsco-Boaz, Inc., an Alabama corporation
Simsco-Turner, Inc., an Alabama corporation
and
Waterworks Equipment Company, a Utah corporation
Into
McWANE, INC.,
a Delaware corporation

McWANE, INC., a corporation organized and existing under the laws of Delaware,

Does hereby certify:

First: That this corporation was incorporated on September 24, 1949, pursuant to Delaware law as "McWane Cast Iron Pipe Company" which name was subsequently changed to McWANE, INC.".

Second: That the subsidiary corporations, Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., and Simsco-Turner, Inc., to be merged into the undersigned corporation are corporations incorporated under the laws of the State of Alabama, and the laws of such jurisdiction permit such merger; and that Waterworks Equipment Company to be merged into the undersigned corporation is a corporation incorporated under the laws of the State of Utah and that the laws of such jurisdiction permit such merger.

Third: That the parent corporation, McWANE, INC., owns all of the issued and outstanding common stock of its subsidiaries, Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., and Simsco-Turner, Inc. and Waterworks Equipment Company.

Fourth: That this corporation, by a resolution of its Board of Directors duly adopted by written unanimous consent of all directors on the 26th day of December, 1978, determined to and did merge into itself, effective at 5:00 p.m. on December 31, 1978, said Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., and Simsco-Turner, Inc., and Waterworks Equipment Company, which resolution is in the following words, to-wit:

Jack G.

RESOLVED, that McWANE, INC. does hereby merge into itself, effective at 5:00 p.m. on December 31, 1978 (hereinafter referred to as the "effective date"), Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., Simsco-Turner, Inc., and Waterworks Equipment Company, all pursuant to Section 253 of the General Corporation Law of the State of Delaware and the Corporation Laws of Alabama and Utah respectively, and does hereby assume all the obligations of Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., Simsco-Turner, Inc. and Waterworks Equipment Company.

RESOLVED, FURTHER, that the terms and conditions of the merger are as set forth in that certain Merger Agreement and Plan of Merger dated as of December 26, 1978 which is attached hereto as Exhibit A and made a part hereof as fully as if set forth in full at this point ("Plan of Merger").

BOOK 35 PAGE 277

RESOLVED, FURTHER, that the officers of this Corporation being the sole shareholder of the subsidiary corporations, Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., and Simsco-Turner, Inc., and Waterworks Equipment Company, have been directed to waive the right to a mailing of the copy of the Plan of Merger and are hereby authorized to evidence the written consent of this corporation as sole stockholder of each subsidiary corporation named above to the adoption and approval of the said Plan of Merger in accordance with the laws of the States of Alabama and Utah.

RESOLVED, FURTHER, that the officers of this Corporation are hereby authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said mergers.

Fifth: That a true and correct copy of the Merger Agreement and Plan of Merger dated as of December 26, 1978 attached to such resolution as Exhibit A is attached hereto, in form duly executed, as Exhibit A hereto.

IN WITNESS WHEREOF, said McWANE, INC. has caused its corporate seal to be affixed and this certificate to be signed by its President and its Secretary, this 26th day of December, 1978.

McWANE, INC.

By ______________________
Its President

ATTEST:

____
Its Secretary

(McWANE, INC. Corporate Seal Delaware)

STATE OF ALABAMA)
JEFFERSON COUNTY)

W. L. Turner, being duly sworn, deposes and says that he is President of McWANE, INC., and says that:

First: The foregoing Certificate of Ownership and Merger is executed by him on behalf of McWANE, INC.

Second: The facts stated in the foregoing Certificate of Ownership and Merger are true.

____
W. L. Turner

Sworn to and subscribed before me this 26th day of December, 1978.

____
Notary Public

My commission expires 1-29-79

EXHIBIT A

MERGER AGREEMENT AND PLAN OF MERGER
OF
Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc.
Simsco-Boaz, Inc., and Simsco-Turner, Inc.
and Waterworks Equipment Co.
Into
McWANE, INC.

Simsco, Inc., an Alabama corporation, Simscore, Inc., an Alabama corporation, Simsco-Todd, Inc., an Alabama corporation, Simsco-Boaz, Inc., an Alabama corporation, Simsco-Turner, Inc., an Alabama corporation, and Waterworks Equipment Company, Inc., a Utah corporation (each of which is hereinafter sometimes referred to, separately and severally, as "the Company" or collectively as "said corporations") shall each be merged into McWANE, INC., a Delaware corporation, which shall be the surviving corporation, all pursuant to section 253 of the General Corporation Law of the State of Delaware and section 10-2-182 of the Code of Alabama and section 72 of the Business Corporation Act of the State of Utah, said mergers to be effective at the close of business on the 31st day of December, 1978 (hereinafter referred to as the "effective date").

The terms and conditions of the mergers are as follows:

1.

The name of the surviving corporation shall be McWANE, INC., the surviving corporation to be governed by the laws of the State of Delaware.

2.

The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of McWANE, INC., filed in the office the Secretary of State of Delaware and which is in effect on the date on which this Merger Agreement and Plan of Merger ("Plan of Merger") becomes effective. The Certificate of Incorporation of the surviving corporation shall not be changed as a result of these mergers.

3.

Until altered, amended, or repealed as therein provided, the By-Laws of McWANE, INC., the surviving corporation, which are in effect on the date on which this Plan of Merger becomes effective shall be the By-Laws of the surviving corporation.

4.

The Board of Directors of the surviving corporation shall be the directors of McWANE, INC. in office at the time when this Plan of Merger becomes effective.

5.

The officers of the surviving corporation shall be the officers of McWANE, INC. holding office at the time when this Plan of Merger becomes effective.

6.

McWANE, INC. shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the mergers.

7.

On the effective date the separate existence of each Company shall cease, and the said corporations shall be merged into McWANE, INC. the surviving corporation, in accordance with the provisions of this Plan of Merger, shall possess all the rights, privileges, powers, and franchises, of a public as well as private nature, and be subject to all of the restrictions, disabilities, and duties of each of the corporations participating in this merger, and singularly the rights, privileges, powers, and franchises of each of said corporations, and all property, real, personal or mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all rights, property, privileges, powers, and franchises and all and every other interest shall thereafter as effectively become the property of the surviving corporation as they were of the constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations shall not revert or be in any way impaired by reason of this merger; PROVIDED, that all rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Company shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

8.

All of the issued and outstanding shares of the common stock of the Company shall be surrendered by its sole shareholder, McWANE, INC. a Delaware corporation, to the Company for cancellation. The issued and outstanding shares of the stock of McWane, Inc., the Delaware corporation, shall remain issued and outstanding.

9.

McWANE, INC., the surviving corporation, which has heretofore qualified to do business in the States of Alabama and Utah does hereby agree that it may be served with process in the States of Alabama and Utah in any proceeding for enforcement of any obligation of the Company, as well as for enforcement of any obligation of the surviving corporation arising from this merger, and shall irrevocably appoint the Secretaries of State of the States of Alabama and Utah as its agent to accept service of process in any such suit or other proceedings. Each of the said Secretaries of State shall send a copy of such process to McWANE, INC. c/o Meade Frierson, III, 1900 First National-Southern Natural Building, Birmingham, Alabama 35203.

10.

Anything contained herein to the contrary notwithstanding, these mergers shall not become effective unless or until this Plan of Merger has been properly filed with the office of the Secretary of State of the State of Utah, and the office of the Secretary of State of the State of Alabama and a certificate of ownership and merger has been properly filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, each of McWANE, INC. and Simsco, Inc., Simscore, Inc., Simsco-Todd, Inc., Simsco-Boaz, Inc., and Simsco-Turner, Inc., and Waterworks Equipment Company, pursuant to approval and authorization given by resolutions adopted by their respective Boards of Directors, has caused this Merger Agreement and Plan of Merger to be executed by its President, and its corporate seal to be affixed hereto and attested by its Secretary or one of its Assistant Secretaries, this 26th day of December, 1978.

ATTEST:

Its Secretary

McWANE, INC.

By

Its President

(Affix the Corporate Seal of McWANE, INC.)

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Simsco, Inc.)

SIMSCO, INC.

By
Its President

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Simscore, Inc.)

SIMSCORE, INC.

By
Its President

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Simsco-Todd, Inc.)

SIMSCO-TODD, INC.

By
Its President

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Simsco-Boaz, Inc.)

SIMSCO-BOAZ, INC.

By
Its President

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Simsco-Turner, Inc.)

SIMSCO-TURNER, INC.

By
Its President

ATTEST:

Its Secretary

(Affix the Corporate Seal
of Waterworks Equipment Company)

WATERWORKS EQUIPMENT COMPANY

By
Its President

BOOK 35 PAGE 282

BOOK 35 PAGE 283

State of DELAWARE

Office of SECRETARY OF STATE

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

1980 MAR 12 AM 9:28

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

rec 12.00
ind 1.00
13.00

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "McWANE, INC.", a corporation organized and existing under the laws of the State of Delaware, merging "SIMSCO, INC.", "SIMSCORE, INC.", "SIMSCO-TODD, INC.", "SIMSCO-BOAZ, INC." and "SIMSCO-TURNER, INC.", corporations organized and existing under the laws of the State of Alabama and "WATERWORKS EQUIPMENT COMPANY", a corporation organized and existing under the laws of the State of Utah, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-seventh day of December, A.D. 1978, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* sixth *day of* February *in the year of our Lord one thousand nine hundred and* eighty.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 121

19800312000030410 8/8 $.00
Shelby Cnty Judge of Probate, AL
03/12/1980 12:00:00 AM FILED/CERT