

370

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

PRECISION MACHINE & ENGINE REBUILDING CO., INC.

FILED IN OFFICE
JUL 9, 1982
10:00 AM
SECRETARY OF STATE

Pursuant to the provisions of Section 10-2A-143 of the Code of Alabama, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Alabama Business Corporation Act:

See Attached Exhibit "A".

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of class	Number of Shares
Precision Machine & Engine Rebuilding Co., Inc.	1,000	500 - treasury	500
		500 - common	
Shelby Engines, Inc.	1,000	1,000 - common	1,000

THIRD: As to each of the undersigned corporations, all of the shareholders of both corporations, respectively, unanimously approved the said plan of merger.

PRECISION MACHINE & ENGINE REBUILDING CO., INC.

By: [Signature]
Its President

PRECISION MACHINE & ENGINE REBUILDING CO., INC.

By: [Signature]
Its Secretary

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Handwritten: *Handwritten*

SHELBY ENGINES, INC.

By: [Signature]
Its President

SHELBY ENGINES, INC.

By: [Signature]
Its Secretary

STATE OF ALABAMA)

COUNTY OF SHELBY

I, the undersigned, a Notary Public, do hereby certify that on this 30th day of June, 1982, personally appeared before me George R. Purpura, Jr. and Peggy J. Phillips

[Signature], who, being by me first duly sworn, declared that they are the President and Secretary of Precision Machine & Engine Rebuilding Co., Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC

STATE OF ALABAMA)

COUNTY OF SHELBY

I, the undersigned, a Notary Public, do hereby certify that on this 30th day of June, 1982, personally appeared before me George R. Purpura, Jr. and Peggy J.

Phillips, who, being by me first duly sworn, declared that they are the President and Secretary of Shelby Engines, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC

EXHIBIT "A"

RECITALS

This Agreement is made the 30th day of June, 1982, by and between Precision Machine & Engine Rebuilding Co., Inc., an Alabama corporation, incorporated in Shelby County, Alabama, and Shelby Engines, Inc., an Alabama corporation, incorporated in Shelby County, Alabama, said corporations being sometimes hereinafter collectively referred to as "constituent corporations".

WHEREAS, the respective Board of Directors of the constituent corporations deem it advisable that Shelby Engines, Inc. be merged into Precision Machine & Engine Rebuilding Co., Inc., under the laws of the State of Alabama in the manner provided therefore pursuant to Section 10-2A-140 of the Code of Alabama;

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

SECTION ONE

AGREEMENT TO MERGE

The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

SECTION TWO

NAME OF MERGED CORPORATION

The surviving corporation shall be Precision Machine & Engine Rebuilding Co., Inc.; however, after completion of the merger, the corporate name shall be changed to Shelby Engines, Inc.

SECTION THREE

PLACE OF OFFICE AND SURVIVING CORPORATION

The place in Alabama where the principal office of the surviving corporation is located is Alabaster, Alabama, County of Shelby.

SECTION FOUR

PURPOSE OF SURVIVING CORPORATION

The purposes of the surviving corporation are to engage in any lawful acts or activities for which the corporation may be formed under Section 10-2A-90 of the Code of Alabama.

SECTION FIVE

AUTHORIZED SHARES OF SURVIVING CORPORATION

The present number of shares which the disappearing corporation is authorized to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par common stock, of which One Thousand (1,000) shares are now issued and outstanding. The present number of shares in which the surviving corporation is authorized to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is Five Hundred (500) shares of common stock having a One Dollar (\$1.00) par value.

SECTION SIX

FIRST DIRECTORS

The present directors of the surviving corporation shall continue as such until their successors are duly elected and

designated after the effective date of the merger.

SECTION SEVEN

NAME AND RESIDENCE OF AGENT OF THE CORPORATION

George Purpura of 36 Monte Tierra Trail, Montevallo, Alabama 35115, being located in the county where the principal office of Precision Machine & Engine Rebuilding Co., Inc. is located, shall be, and is hereby appointed as the person on whom process, tax notices, and demands against said Precision Machine & Engine Rebuilding Co., Inc., or either of said constituent corporations, may be served.

SECTION EIGHT

MODE OF EFFECTING MERGER

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on June 30, 1982, and ending July 30, 1982. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation in a ratio of .5 shares of the surviving corporation for each share of the disappearing corporation, being a total issue

of Five Hundred (500) shares of the surviving corporation for the entire One Thousand (1,000) shares now issued and outstanding for the disappearing corporation; provided, however, that if any holder of the shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to the holder if such fraction be less than one-half, and if such fractional share shall be one-half or more, such holder shall be entitled to one whole share in lieu of such fractional share.

SECTION NINE

ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation as herein amended shall continue to be the Articles of the surviving corporation, until amended as provided by law.

SECTION TEN

BYLAWS

The Bylaws of Precision Machine & Engine Rebuilding Co., Inc., shall be the Bylaws of the surviving corporation.

SECTION ELEVEN

RIGHT OF THE CORPORATION TO REPURCHASE ITS SHARES

The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders desiring to sell such shares to the corporation.

SECTION TWELVE

EFFECTIVE DATE OF THE AGREEMENT

This Agreement shall become effective on the 30th of June, 1982.

SECTION THIRTEEN

DIRECTORS' RIGHT TO ABANDON MERGER

The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein by filing prior to the filing of this Agreement.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the prospective Board of Directors and shareholders of the constituent corporations.

PRECISION MACHINE & ENGINE REBUILDING CO., INC.

By: 

Its President

PRECISION MACHINE & ENGINE REBUILDING CO., INC.

By: 

Its Secretary

SHELBY ENGINES, INC.

By: 

Its President

SHELBY ENGINES, INC.

By: 

Its Secretary



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles

of Merger merging Shelby Engines, Inc. into Precision Machine & Engine

Rebuilding Co., Inc., both Alabama corporations, changing name to

Shelby Engines, Inc.

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging

Shelby Engines, Inc. into Precision Machine & Engine Rebuilding Co., Inc.,

changing name to Shelby Engines, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 8, 1982

Date

Don Siegelman

Don Siegelman

Secretary of State

Secretary of State
State of Alabama

I hereby certify that this
is a true and complete copy of
the instrument filed in this office
7-9-82

Dated 7-9-82

Secretary of State
Don Siegelman

Don Siegelman

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ALABAMA JUDICIAL CO.
I HEREBY THIS
1982 JUL 13 AM 11:15

1982 JUL 13 AM 11:15

Thomas A. Spaulding, Jr.
JUDGE OF PROBATE

Rec 25.00
Ind 1.00
26.00