

# 685-027	
Posted by:	Checked by:
SLV	RB

---FILED---EFFECTIVE---	
JUN 30 2005	JUL 01 2005
TIME	TIME
SECRETARY OF STATE	

This instrument prepared by:  
 Jennifer M. Moseley, Esq.  
 BURR & FORMAN LLP  
 3100 SouthTrust Tower  
 420 North 20<sup>th</sup> Street  
 Birmingham, AL 35203

20050809000408190 1/10 \$25.00  
 Shelby Cnty Judge of Probate, AL  
 08/09/2005 03:14:03PM FILED/CERT

**CERTIFICATE OF MERGER  
 OF  
 CITATION CASTINGS, LLC  
 (an Alabama limited liability company)  
 INTO  
 CITATION CORPORATION  
 (a Delaware corporation)**

Pursuant to the Alabama Business Entities Conversion and Merger Act, the undersigned adopts the following Certificate of Merger:

**FIRST:** Citation Castings, LLC, an Alabama limited liability company (the "LLC"), organized by filing Articles of Organization in Montgomery County on September 27, 2002, is merging into Citation Corporation, a Delaware corporation (the "Corporation"), incorporated by filing a Certificate of Incorporation with the Secretary of State of the State of Delaware on May 24, 1994.

**SECOND:** A plan of merger has been executed and approved by the LLC and the Corporation, which are all of the parties that are to merge. A copy of the aforementioned plan of merger is attached hereto as Exhibit A.

**THIRD:** The name of the surviving and resulting entity is Citation Corporation.

**FOURTH:** The merger is to become effective on July 1, 2005.

**FIFTH:** The plan of merger is on file at the place of business of the Corporation, which is 2700 Corporate Drive, Suite 100, Birmingham, Alabama 35242.

**SIXTH:** A copy of the plan of merger will be furnished by the Corporation, on request and without cost, to any member, stockholder or other person holding an interest in the LLC or the Corporation.

[Signatures On Following Page.]

RECEIVED
JUN 30 2005
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed by an authorized officer, the 29th day of June, 2005.

**CITATION CORPORATION**

By: Geoffrey A. Bell  
Name: Geoffrey A. Bell  
Title: Vice President

**CITATION CASTINGS, LLC**

By: Geoffrey A. Bell  
Name: Geoffrey A. Bell  
Title: Manager and Vice President



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**Exhibit A**  
**Plan of Merger**


See Attached



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**AGREEMENT OF MERGER  
AND  
PLAN OF MERGER  
OF  
CITATION CASTINGS, LLC  
(AN ALABAMA LIMITED LIABILITY COMPANY)  
INTO  
CITATION CORPORATION  
(A DELAWARE CORPORATION)**

  
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**AGREEMENT OF MERGER AND PLAN OF MERGER** by and between CITATION CASTINGS, LLC, an Alabama limited liability company (the "LLC"), and CITATION CORPORATION, a Delaware corporation ("Corporation").

**WITNESSETH:**

**WHEREAS**, it has been proposed that the LLC shall merge with and into the Corporation, whereby Citation Corporation will be the surviving entity of the merger, pursuant to Section 264 and Section 251 of the Delaware General Corporation Law (the "Delaware Act") and Sections 10-15-1, *et. al.* of the Alabama Business Entities Conversion and Merger Act (the "Alabama Act"); and

**WHEREAS**, the Board of Directors of the Corporation has adopted and approved the merger in accordance with Section 264 and Section 251(b) of the Delaware Act, and the member and managers of the LLC have approved the merger in accordance with Section 10-15-4 of the Alabama Act and the articles of organization and operating agreement of the LLC;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, this Agreement of Merger and Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), the LLC shall, pursuant to Section 264 of the Delaware Act and Section 10-15-1, *et. al.* of the Alabama Act, be merged with and into the Corporation; the separate organizational existence of the LLC shall thereupon cease; and the Corporation (Citation Corporation) shall be the entity surviving the merger and shall continue to exist as a Delaware corporation under the Delaware Act (the "Merger"). The Corporation shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the LLC and the Corporation (collectively referred to as the "Constituent Entities"), and shall be subject to all the restrictions, disabilities and duties of all of the Constituent Entities; and all the property, real, personal and mixed, and franchises of all of the Constituent Entities, and all debts due to any of the Constituent Entities on whatever account, including subscriptions to shares and other choses in action belonging to any of the Constituent Entities, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Entity without further act or deed; and all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired; and all debts, liabilities and duties of any of the Constituent Entities shall thenceforth attach to the Surviving Entity, and may be enforced against the Surviving Entity, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity, all with the effect set forth in the Delaware Act and the Alabama Act.

2. After the execution of this Agreement of Merger and Plan of Merger, the Surviving Entity will submit a Certificate of Merger to the Delaware Secretary of State in accordance with the



Delaware Act ("Delaware Certificate"), and submit a Certificate of Merger with the Alabama Secretary of State in accordance with the Alabama Act ("Alabama Certificate"). The Delaware Certificate shall be filed with the Secretary of State of Delaware, and the Alabama Certificate with the Alabama Secretary of State, at any time after the date hereof and shall be and become effective on July 1, 2005 (the "Effective Date").

3. The merger provided for herein shall constitute a tax-free reorganization or merger pursuant to the Internal Revenue Code of 1986, as amended

4. The Certificate of Incorporation of the Corporation, as amended, and as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Delaware Act.

5. The Bylaws of the Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Incorporation and Bylaws of the Surviving Entity, and in the manner prescribed by the Delaware Act.

6. Immediately after the Effective Date, the directors of the Corporation immediately prior to the Effective Date will be the directors of the Surviving Corporation, and the officers of the Corporation immediately prior to the Effective Date will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

7. The street address of the surviving business entity's principal place of business is 2700 Corporate Drive, Suite 100, Birmingham, Alabama 35242. The Corporation is the sole equity owner of the LLC. The Corporation's status after the Effective Date of the Merger is as follows: the Corporation will have no ownership interest in the Surviving Entity.

8. The manner and basis of converting the membership interest of the LLC into issued and outstanding shares of capital stock of the Surviving Entity and the mode of carrying the merger into effect are as follows:

(a) All of the membership interest of the LLC shall be canceled and extinguished as of the Effective Date.

(b) Each issued and outstanding share of stock in the Corporation (of whatever class), as well as each authorized but unissued share of stock of the Corporation (of whatever class), will not be converted, exchanged or altered in any manner as a result of the Merger and will remain as stock of the Surviving Entity exactly as before the Merger, and the certificates which represented outstanding shares of stock of the Surviving Corporation prior to the Effective Date, without further action, shall continue to be and represent outstanding shares of stock of the Surviving Corporation thereafter without the issuance or exchange of new shares or share certificates. Each share of stock of the Surviving Entity outstanding immediately prior to the Effective Date of the Merger is to be an identical outstanding or treasury share of the Surviving Entity after the Effective Date of the Merger. Because the Corporation is the sole owner of all of the membership interest in the LLC, and because the Corporation is itself the Surviving Entity, it is not necessary for the Corporation to receive shares of stock (or any other cash or property) in exchange for the cancellation of its membership interest in the LLC.

9. Certification of Secretary. Attached hereto as Addendum A, and incorporated herein by this reference, contains the certification of the Secretary of the Corporation pursuant to the Delaware Act.



IN WITNESS WHEREOF, the parties have caused this Agreement of Merger and Plan of Merger to be executed on this the 29<sup>th</sup> day of June, 2005, by the officer.

CITATION CORPORATION

By: \_\_\_\_\_

Geoffrey A. Bell  
Geoffrey A. Bell  
Its Vice-President

CITATION CASTINGS, LLC

By: \_\_\_\_\_

Geoffrey A. Bell  
Geoffrey A. Bell  
Its Vice-President

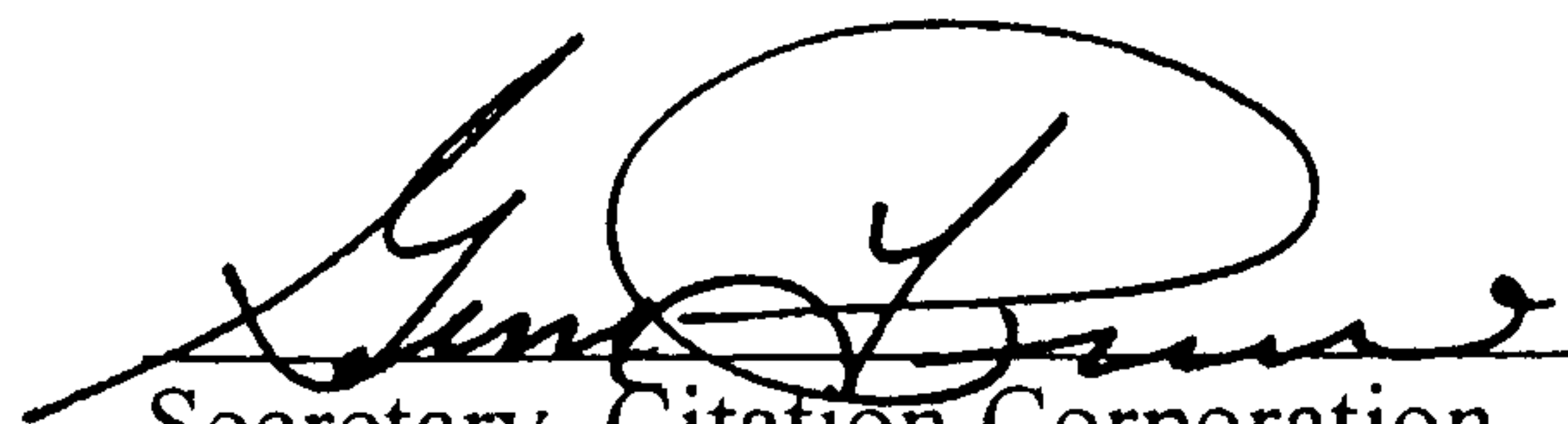



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## ADDENDUM A

Certification by Secretary of Citation Corporation: The first sentence of Section 251(f) of the Delaware General Corporation Law provides that no vote of the stockholders of a constituent corporation surviving a merger is necessary to authorize a merger if: (1) the agreement of merger does not amend in any respect the certificate of incorporation of such constituent corporation, (2) each share of stock of such constituent corporation outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of the surviving corporation after the effective date of the merger, and (3) either no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger, or the authorized unissued shares or the treasury shares of common stock of the surviving corporation to be issued or delivered under the plan of merger plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under such plan do not exceed 20% of the shares of common stock of such constituent corporation outstanding immediately prior to the effective date of the merger. This Agreement of Merger was adopted by the constituent corporation surviving the merger by the action of its Board of Directors and without the vote of its stockholders pursuant to Section 251(f) of the Delaware General Corporation Law. The undersigned secretary of the Corporation (or assistant secretary) hereby certifies that this agreement has been adopted pursuant to the first sentence of Section 251(f) of the Delaware General Corporation Law and that the conditions specified in that sentence (and as stated above) have been satisfied.

Certified by:

  
Secretary, Citation Corporation

  
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# BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100  
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(205) 251-3000  
(205) 458-5100 (Fax)

Christy Floyd  
Direct Dial: (205) 458-5342  
Direct Fax: (205) 714-6852  
Email: cfloyd@burr.com



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June 30, 2005

## VIA HAND DELIVERY

Office of the Secretary of State  
State of Alabama  
Corporate Section  
11 South Union Street, 2nd Floor  
Montgomery, Alabama 36104

*McGee  
685-027*

*902.049  
file - Delaware*

**Re: Merger of Citation Castings, LLC into Citation Corporation**

Dear Sir or Madam

Enclosed please find the original and three copies of the Certificate of Merger of Citation Castings, LLC, an Alabama limited liability company, into Citation Corporation, a Delaware corporation, which is to be effective July 1, 2005. I have also enclosed checks in the amounts of \$50.00 and \$30.00 made payable to the Alabama Secretary of State and the Montgomery County Judge of Probate, respectively. Since we would like to have the Certificate of Merger filed on an expedited basis, I am enclosing an additional check for \$10.00 made payable to the Alabama Secretary of State.

**I would appreciate your stamping "received" one of the extra copies of the Certificate of Merger and returning it to the courier.**

If you have any questions or need any additional information, please do not hesitate to call me at 1-800-438-2877, ext. 5342. Thank you in advance for your time and help with this matter.

Very truly yours,

Christy Floyd  
Legal Assistant

Enclosures

cc: Allen D. Cope, Esquire  
Jennifer M. Moseley, Esquire

**Birmingham**  
SouthTrust Tower  
420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000  
1373059

**Montgomery**  
RSA Tower  
201 Monroe Street, Suite 1950  
Montgomery, Alabama 36104  
(334) 241-7000

**Atlanta**  
One Georgia Center  
600 West Peachtree Street, Suite 1200  
Atlanta, Georgia 30308  
(404) 815-3000

**Jackson**  
210 East Capitol Street  
Suite 2120  
Jackson, Mississippi 39201  
(601) 355-3434





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June 30, 2005

FILE COPY

Christy Floyd  
Burr & Forman LLP  
420 N 20th St Ste 3100  
Birmingham AL 35203-5206

Re: Certificate of Merger merging Citation Castings, LLC, an  
Alabama Limited Liability Company into Citation Corporation,  
a Delaware Corporation

Dear Sir/Madam:

This letter acknowledges receipt of your recent letter enclosing original and two copies of the above captioned merger, your checks in the amounts of \$ 60.00 for the Secretary of State and \$30.00 made payable to the Montgomery County Probate Judge.

Please be advised that said instrument is being duly filed in this office as of June 30, 2005 with an effective date July 1, 2005.

I am enclosing herewith a certified copy of merger.

I am forwarding a certified copy of merger and your check in the amount of \$30.00 to the Judge of Probate of Montgomery County for filing in his office.

If this office may be of further assistance in this or any of matter, please do not hesitate to contact Sharon Viox in the Corporations Division at (334) 242-5328.

Sincerely,

Nancy L. Worley  
Secretary of State

NLW/slv


cc: Judge of Probate Montgomery County

Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office  
on June 30 2005

DATE July 15 2005

Jane B. Holley  
Secretary of State

  
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