

NORTH CAROLINA
DAVIDSON COUNTY

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ARTICLES OF MERGER OF
THOMAS COMPANY, INC. AND
GEORGETOWN STAINLESS MFG. CORP.

THOMAS COMPANY, INC., with its current registered office at 221 East Commerce Street, High Point, Guilford County, North Carolina, and GEORGETOWN STAINLESS MFG. CORP., with its current registered office at 409 East North Street, City and County of Greenville, South Carolina, for the purpose of merging pursuant to the provisions of Chapter 1.10, Section 12-20.7 of the South Carolina Business Corporation Act of 1962 and any amendments thereto, and pursuant to Chapter 55, Section 111 of the Business Corporation Act of the State of North Carolina and amendments thereto, hereby execute the following Articles of Merger:

ITEM I.

PLAN OF MERGER

THE PLAN OF MERGER shall be as follows:

WHEREAS, Thomas Company, Inc., hereafter termed "THOMAS", or, the "SURVIVOR CORPORATION", is a North Carolina corporation with its principal place of business at Thomasville, North Carolina; and

WHEREAS, THOMAS has authorized capital stock consisting of 1,000 shares of common stock without par value of which 48 shares are outstanding all of which are owned by Brass-Craft Manufacturing Co.; and

WHEREAS, GEORGETOWN STAINLESS MFG. CORP. (GEORGETOWN) is a South Carolina corporation with its principal place of business at Georgetown, South Carolina; and

WHEREAS, GEORGETOWN has authorized capital stock of 200,000 shares of common stock of \$1.00 par value per share, all of such shares being outstanding and owned legally and beneficially by Brass-Craft Manufacturing Co.; and

WHEREAS, it is desirable and for the benefit of both parties and their stockholders that the properties, businesses, assets and liabilities of both parties be combined into one surviving corporation which shall be THOMAS.

NOW, THEREFORE, in consideration of the premises and the

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HIGH POINT

NORTH CAROLINA

ARCHDALE

C. James Hunter

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