State of Tennessee

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Department of State

MAR 14 72 MISC A* 5.00 * 5.00

I, JOE C. CARR, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the CERTIFICATE OF OWNERSHIP AND MERGER Merging INDUSTRIAL REALTY CO., INC. (a Tennessee Corporation) Into PHILLIPS & BUTTORFF CORPORATION, a Tennessee Corporation, as the Surviving and Continuing Corporation, which was recorded in this office on June 30,1966.

B 5 1 8 4 7

IDENTIF. REFERENCE

MAR 14 12 16 PM '72

FELIX E. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 14th day of March in the year of our Lord nineteen hundred 72

JOE C. CARR, *Secretary of State*

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INDUSTRIAL REALTY CO., INC. (a Tennessee Corporation)

INTO

PHILLIPS & BUTTORFF CORPORATION (a Tennessee Corporation)

PHILLIPS & BUTTORFF CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Tennessee, DOES HEREBY CERTIFY that this corporation owns all of the capital stock of INDUSTRIAL REALTY CO., INC., a corporation organized and existing under and by virtue of the laws of the State of Tennessee, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 29th day of June, 1966, determined to and did merge into itself said INDUSTRIAL REALTY CO., INC. effective at the close of business on June 30, 1966, which resolution is in the following words, to-wit:

> WHEREAS, this corporation lawfully owns all the outstanding stock of INDUSTRIAL REALTY CO., INC., a corporation organized and existing under the laws of the State of Tennessee, and
>
> WHEREAS, this corporation desires to merge into itself the said INDUSTRIAL REALTY CO., INC. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT

RESOLVED, that this corporation merge into itself, and does hereby merge into itself said INDUSTRIAL REALTY CO., INC., and assume all of its liabilities and obligations; and

FURTHER RESOLVED, that the President or a Vice President, and the Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate as required by Section 48-518 of the Tennessee Code relating to mergers of parents and subsidiaries, setting forth a copy of the resolution to merge said INDUSTRIAL REALTY CO., INC., a Tennessee corporation, and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the Office of the Secretary of State of Tennessee; and

FURTHER RESOLVED, that this merger of INDUSTRIAL REALTY CO., INC. into PHILLIPS & BUTTORFF CORPORATION shall be effective as of the close of business on June 30, 1966; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Tennessee, which may be in any wise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said PHILLIPS & BUTTORFF CORPORATION, has caused its corporate seal to be affixed and this certificate to be signed by Neal L. Jennings, its President and J. E. Blackman,

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its Secretary, this 30 day of June, 1966.

PHILLIPS & BUTTORFF CORPORATION

Neal L. Jennings
President

J. E. Blackman
Secretary

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, L. C. Cantrell, a Notary Public in and for said State and County, Neal L. Jennings, and J. E. Blackman, with whom I am personally acquainted, and who upon oath acknowledged themselves to be the President and Secretary, respectively, of Phillips & Buttorff Corporation, a Tennessee corporation, the within named bargainor, and that they as such President and Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by Neal L. Jennings as President, and attesting the same by J. E. Blackman as Secretary, and affixing the corporate seal thereto.

WITNESS MY HAND AND OFFICIAL SEAL at office, on this 30th day of June, 1966.

L. C. Cantrell
Notary Public

My Commission Expires:

January 23, 1969

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I, JOE C. CARR, Secretary of State, do hereby certify that this CERTIFICATE OF OWNERSHIP AND MERGER Merging INDUSTRIAL REALTY CO., INC. (a Tennessee Corporation) Into PHILLIPS & BUTTORFF CORPORATION (a Tennessee Corporation) as the Surviving and Continuing Corporation, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This 30th day of June, 1966.

JOE C. CARR,

SECRETARY OF STATE

FEE: $5.00