

I, W. L. Van Dyke, Secretary of BENNETT-LEWALLEN COMPANY, a corporation organized and existing under the laws of the State of North Carolina, hereby certify, as such secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by its President and Secretary thereof and having been signed, as required, by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said BENNETT-LEWALLEN COMPANY at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail, as provided by section 55-108 of the North Carolina Business Corporation Act on the 20<sup>th</sup> day of August, 1962, for the purpose of considering and taking action upon the proposed Joint Plan and Agreement of Merger; that 2000 shares of stock of said corporation were on said date issued and outstanding; that the holders of 2000 shares voted in favor of the approval, and the holders of NO shares voted against the approval of the proposed agreement of merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said BENNETT-LEWALLEN COMPANY and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said BENNETT-LEWALLEN COMPANY on this 19 day of September, 1962.

S/ W. L. Van Dyke

Secretary of  
BENNETT-LEWALLEN COMPANY

(Corporate Seal)