Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Sale

FILED: MAR 27, 2025
OREGON SECRETARY OF STATE

8888018-27553790

REGISTRY NUMBER: 088880-18 ~~& 740902-92~~

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is publ
We must release this information to all parties upon request and it will be posted on our website.

SHELDON MANUFACTURING, INC. MER

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:	ENTITY TYPE:	REGISTRY NUMBER:
SHELDON MANUFACTURING, INC.	OREGON DBC	088880-18
LAB ARMOR, LLC	OREGON DLLC	740902-92

2. NAME AND TYPE OF SURVIVING ENTITY: SHELDON MANUFACTURING, INC. (OREGON DBC)

☐ Check here if there is a name change in the plan of merger.

3. OREGON CORPORATION AND LIMITED LIABILITY REQUIREMENT:

☒ Oregon Corporations and Limited Liability Companies must include the Principal Place of Business and Individual with Direct Knowledge. Include it in your document or attach an information change form.

4. SELECT ONE OF THE FOLLOWING:

(● A copy of the plan of merger is attached.

OR:

(The plan of merger is on file at the address of the surviving entity.

Address _____

City _____ State _____ Zip Code _____

A copy will be provided upon request to any owner, member or shareholder at no cost.

If the plan of merger amends the articles of organization/incorporation, attach the restated articles of the surviving entity.

(State effective date and time in plan of merger if other than when these articles are filed: _____

5. The plan of merger was duly authorized and approved by each entity that is a party to the merger:

(● A copy of the vote required by each entity is attached.

OR:

(Shareholder approval was not required.

6. EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:	Printed Name:	Title:
	DAN M. SHELDON	PRESIDENT

CONTACT NAME: (To resolve questions with this filing)

_____

PHONE NUMBER: (Include area code)

_____

FEES

Nonprofit Required Processing Fee	$50
Domestic Required Processing Fee	$100
Foreign Required Processing Fee	$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division"
Free copies are available at sos.oregon.gov/business using the Business Name Search program.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of February 1, 2025, between SHELDON MANUFACTURING, INC., an Oregon corporation (herein "Surviving Corporation"), and LAB ARMOR, LLC, an Oregon limited liability company (herein "Merging Entity").

1. Merging Entity shall be merged into Surviving Corporation.

2. The outstanding equity of Merging Entity shall be canceled without consideration.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

4. Merging Entity and Surviving Corporation shall from time to time, as and when requested by the other, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

5. The effect of the merger and the effective date of the merger are as prescribed by law. The effective date is the last to occur of February 1, 2025, or the date required by Oregon law relative to filing.

6. The Individual with Direct Knowledge for both Merging Entity and Surviving Corporation is Dan Sheldon at 300 N 26th Avenue, Cornelius, OR 97113, which is also the Principal Place of Business for both Merging Entity and Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger.

SURVIVING CORPORATION:

SHELDON MANUFACTURING, INC.
an Oregon corporation

By: _____
Dan M. Sheldon, President

By: _____
Dan M. Sheldon, Secretary

MERGING ENTITY:

LAB ARMOR, LLC
an Oregon limited liability company

By: _____
Dan Sheldon, Manager

By: _____
Carol Perry, Manager

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SHELDON MANUFACTURING, INC.

JOINT MEETING OF THE SHAREHOLDERS AND BOARD OF DIRECTORS

DATE: 7/16, 2024

LOCATION: The meeting was held telephonically

Due to economics, the Corporation has decided to allow Lab Armor, LLC to merge into Sheldon Manufacturing, Inc. (the "Corporation"), which has the identical ownership.

APPROVAL OF MERGER

RESOLVED, that the attached Agreement and Plan of Merger, with the Corporation being the surviving entity, is approved by the Directors of the Corporation and by the Shareholders holding a majority of the outstanding shares of the Corporation's common stock entitled to vote on the matter.

FURTHER RESOLVED, that the effective date of the merger will be the last to occur of February 1, 2025, or the date required by Oregon law relative to filing.

FURTHER RESOLVED, that any and all agreements, instruments, and documents heretofore executed, and acts and things heretofore done, to effectuate the purposes of these Resolutions, are hereby ratified, confirmed, and approved as the act or acts of the Corporation.

These Minutes have been unanimously approved. I hereby certify these minutes as Secretary and CEO/President.

Dan Sheldon