

**ARTICLES OF MERGER**

**FILED**

**DEC 31 2018**

OREGON  
SECRETARY OF STATE

**ARTICLE 1**  
**Merging Business Entities**

The merging business entities are Oregon Metal Services, Inc., an Oregon corporation (Registry No. 123607-80), and Laser Cutting Services, Inc., an Oregon corporation (Registry No. 1387040-93).

**ARTICLE 2**  
**Surviving Business Entity**

The surviving business entity is Oregon Metal Services, Inc., an Oregon corporation.

**ARTICLE 3**  
**Plan of Merger**

The plan of merger is attached as Exhibit A.

**ARTICLE 4**  
**Approval**

- 4.1 Surviving Business Entity.** Shareholder approval of the plan of merger was not required for Oregon Metal Services, Inc.
- 4.2 Nonsurviving Business Entity.** Shareholder approval of the plan of merger was not required for Laser Cutting Services, Inc.

**ARTICLE 5**  
**Principal Office**

The physical street address of Oregon Metal Services, Inc.'s principal office is:

7227 N Leadbetter Road  
Portland, OR 97203

**ARTICLE 6**  
**Individual with Direct Knowledge**

The name and address of the individual with direct knowledge of the operations and business of Oregon Metal Services, Inc. is:

Steve Elorriaga  
7227 N Leadbetter Road  
Portland, OR 97203

**ARTICLE 7**  
**Effective Time and Date**

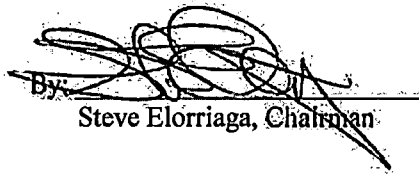
These articles of merger will become effective at 11:59 PM on December 31, 2018.



Dated: December 31, 2018

**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.**

Oregon Metal Services, Inc.

By:   
Steve Elorriaga, Chairman

Person to contact about this filing: Blake K. Bowman  
Daytime phone number: (503) 222-9981

**EXHIBIT A**

**Plan of Merger**

*[Attached Separately Below]*

## PLAN OF MERGER

This Plan of Merger, dated as of December 31, 2018, sets forth the terms and conditions under which Oregon Metal Services, Inc., an Oregon corporation (“**Parent Corporation**”), will merge with Laser Cutting Services, Inc., an Oregon corporation (“**Subsidiary Corporation**”). Parent Corporation owns 100% of the outstanding shares of each class of Subsidiary Corporation.

### SECTION 1 DEFINITION

“**Effective Time**” means the effective time and date of appropriate Articles of Merger filed with the Oregon Secretary of State.

### SECTION 2 MERGING CORPORATIONS

The merging corporations will be:

	<u>Name</u>	<u>State of Organization</u>
Parent	Oregon Metal Services, Inc.	Oregon
Subsidiary	Laser Cutting Services, Inc.	Oregon

### SECTION 3 SURVIVING CORPORATION

The surviving corporation will be Oregon Metal Services, Inc., an Oregon corporation.

### SECTION 4 MATERIAL TERMS AND CONDITIONS

- 4.1 **Merger.** At the Effective Time, Subsidiary Corporation will merge with and into Parent Corporation and the separate existence of Subsidiary Corporation will cease.
- 4.2 **Articles of Incorporation.** The articles of incorporation of Parent Corporation before the Effective Time will continue to be the articles of incorporation of Parent Corporation after the Effective Time.
- 4.3 **Bylaws.** The bylaws of Parent Corporation before the Effective Time will continue to be the bylaws of Parent Corporation after the Effective Time.
- 4.4 **Directors.** The directors of Parent Corporation before the Effective Time will continue to be the directors of Parent Corporation after the Effective Time.
- 4.5 **Officers.** The officers of Parent Corporation before the Effective Time will continue to be the officers of Parent Corporation after the Effective Time.

### SECTION 5 CANCELLATION OF SHARES

The following will occur at the Effective Time: (a) each issued and outstanding share of Subsidiary Corporation that is owned or controlled directly or indirectly by Parent Corporation will be cancelled

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for no consideration; and (b) each treasury share of Subsidiary Corporation will be cancelled for no consideration.

## **SECTION 6      CERTIFICATES**

After the Effective Time, any certificate representing shares of Subsidiary Corporation before the Effective Time will represent the consideration into which the shares of Subsidiary Corporation were converted. If the owner of a certificate representing shares of Subsidiary Corporation that were converted into shares of Parent Corporation surrenders the certificate to Parent Corporation after the Effective Time, Parent Corporation will cancel the certificate and issue the owner one or more new certificates representing the shares of Parent Corporation into which the shares of Subsidiary Corporation were converted.