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Submit the Original
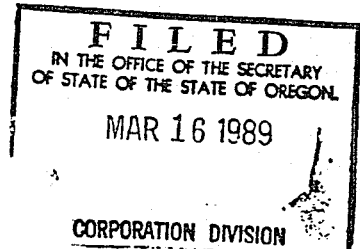And One True Copy
No Fee Required

SECRETARY OF STATE
CORPORATION DIVISION
158 12th Street NE
Salem, OR 97310

THIS SPACE FOR OFFICE USE ONLY

Survivor's
Registry Number:

14861389
(If known)

ARTICLES OF MERGER
For Parent and 90% Owned Subsidiary
Without Shareholder Approval

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

MAR 16 1989

CORPORATION DIVISION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of parent corporation: _____ Quality, Inc. _____

   Oregon Registry Number: _____ 14861389 _____ (if applicable)

2. Name of subsidiary corporation: _____ Quality Components, Inc. _____

   Oregon Registry Number: _____ 14915011 _____ (if applicable)

3. Name of surviving corporation: _____ Quality, Inc. _____

4. A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property, is attached.

5. Check the appropriate box and fill in any requested information:

   ☐ A copy of the plan of merger or a summary was mailed to each shareholder of record of the subsidiary corporation on or before _____, 19__.

   ☑ The mailing of a copy of the plan or a summary was waived by all outstanding shares.

Execution: _____William N. Stout_____   William N. Stout   President
                Signature   Printed Name   Title

Person to contact about this filing: _____ Thomas R. Stephens _____   (303) 291-3081
                                              Name   Daytime Phone Number

Submit the original and a true copy to the Corporation Division, 158 12th Street, NE, Salem, Oregon 97310. There is no fee required. If you have questions, please call (503) 378-4166.

BC-10(5/88)

Office Use Only

RETURN: MTC

PLAN OF MERGER

MERGING QUALITY COMPONENTS, INC. INTO QUALITY, INC.

(Pursuant to Sections 60.491, 60.494 and 60.501 of the
Oregon Revised Statutes)

Quality, Inc., a Delaware corporation (the "Corporation") does hereby certify:

That the Corporation, by resolutions of its board of directors duly adopted on the 17th day of February, 1989 determined to and did, effective March 15, 1989, merge with and into itself QCI, pursuant to Sections 60.491, 60.494 and 60.501 of the Revised Statutes of the State of Oregon, and that said resolutions provide:

WHEREAS, as of March 15, 1989 the Corporation will own all the outstanding shares of each class of capital stock of Quality Components, Inc., a corporation organized and existing under the laws of Oregon ("QCI"), and

WHEREAS, the Corporation desires to merge with and into itself QCI and to be possessed of all the estate, property, rights, privileges and franchises of QCI.

NOW, THEREFORE, BE IT RESOLVED, that effective March 15, 1989, the Corporation merge with and into itself QCI, and that the Corporation assume all of QCI's liabilities and obligations; and

FURTHER RESOLVED, that the issued and outstanding shares of capital stock of QCI, all of which are owned by the Corporation, shall, by virtue of such merger and without any action on the part of the Corporation or QCI, at the effective time of such merger, be automatically cancelled and retired and no payment of cash, assets, property or securities shall be made with respect thereto; and

FURTHER RESOLVED, that the president or a vice president, and the secretary or treasurer of the Corporation be and they hereby are directed to make and execute, under the corporate seal of the Corporation, articles of merger setting forth a copy of the resolution, to merge QCI with and into the Corporation and cause the Corporation to assume QCI's liabilities and obligations, and the date of adoption thereof, and

to file the same in the office of the Secretary of State of Oregon; 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 Oregon, which may be in anywise necessary or proper to effect said merger.

That the Corporation's sole shareholder, by resolutions duly adopted as of the 15th day of March, 1989, determined to and did waive the requirements of Section 60.491 of the Oregon Revised Statutes in connection with the receipt, 30 days prior to filing articles of merger with the Oregon Secretary of State, of a copy of summary of the plan of merger merging QCI with and into the Corporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its president the 10th day of March, 1989.

By: _William N. Stout,_
William N. Stout,
President

TRS5690

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ Mountain Title Co. _____ the ___17th___ day
of ___April___ A.D., 19 _89_ at _12:45_ o'clock _P_ M., and duly recorded in Vol. ___M89___,
of ___Deeds/Mortgages___ on Page _6463_.
                                    Evelyn Biehn   County Clerk
                                By _____

FEE $18.00