ARTICLES OF MERGER OF
AMERICAN SOCIETY OF TRANSPORTATION AND LOGISTICS, INC., AND
AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.

The undersigned, on behalf of the corporations set forth below, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, state as follows:

1. American Society of Transportation and Logistics, Inc., a Virginia nonstock corporation (hereinafter referred to as “ASTL” or “Merging Corporation”) shall be merged into American Production and Inventory Control Society, Inc., an Indiana nonprofit corporation, which will be the surviving corporation (hereinafter referred to as “APICS” or “Surviving Corporation”), said corporations being hereinafter sometimes referred to jointly as "Constituent Corporations,”

2. The Constituent Corporations have adopted a Plan and Agreement of Merger, according to which APICS and ASTL shall be merged into a single corporation, in accordance with the provisions of the Indiana Nonprofit Corporation Act and Virginia Nonstock Corporation Act by ASTL merging into APICS, and APICS, an Indiana nonprofit corporation, shall be the surviving corporation of the merger. The Plan and Agreement of Merger provides that:

   a. Upon the merger becoming effective: (1) the Constituent Corporations shall be a single corporation and the name of the surviving corporation, shall remain American Production and Inventory Control Society, Inc.; (2) the separate existence of ASTL shall cease, except to the extent provided for by the laws of the State of Virginia in the case of a corporation after its merger to another corporation; (3) the surviving corporation shall thereupon possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in APICS as the surviving corporation, without further act or deed; and the title to or due to each of the Constituent Corporations shall not revert to or be in any way impaired by reason of the merger but shall vest in the surviving corporation; (4) the surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment by the surviving corporations as if the merger had not taken place, or the surviving corporation may be substituted in place of the Constituent Corporations. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger; (5) the Articles
of Incorporation and bylaws of APICS, as existing and constituted immediately prior to the effective date of the merger shall be the Articles of Incorporation and bylaws of the surviving corporation, (6) for all accounting purposes, the effective date of the merger shall be deemed to be 12:00 am on July 1, 2015 ("Effective Date").

b. The surviving corporation shall pay all expenses and have full authority to carry this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

c. The assets and liabilities of ASTL, at the effective date of the merger, shall be taken on the books of APICS, as the surviving corporation at the amounts at which they, respectively, shall on such date, be carried on the books of ASTL.

d. Initially there shall be fourteen (14) directors of the surviving corporation, the names and terms of office of these fourteen persons constituting the board are set forth in Addendum One. The number of directors of the surviving corporation shall be reduced to twelve (12) persons on December 31, 2015 pursuant to the surviving corporation’s bylaws and in accordance with the terms of office set forth in Addendum One. The persons constituting the officers of APICS immediately prior to the effective date of the merger shall be deemed to be the officers of the surviving corporation upon the effective date of the merger. Any individual who has served as a director of ASTL within the last five (5) years shall satisfy Article VIII, Section B of the surviving corporation’s bylaws. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with the bylaws of the surviving corporation.

e. All members of both APICS and ASTL shall continue to be members in good standing of the surviving corporation.

f. If at any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of any of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

g. The Plan and Agreement of Merger may be amended prior to the Effective Date, provided that subsequent to approval of the plan by the members of ASTL, the plan may not be amended to change the Articles of
Incorporation of APICS, except as permissible under applicable state law, or any of the other terms or conditions of this Plan and Agreement of Merger if the change would adversely affect ASTL members in any material respect unless such amendment is approved by the members.

3. The Plan and Agreement of Merger was approved by the Board of Directors of APICS and the members of ASTL in accordance with the requirements of their respective bylaws, and applicable provisions of the Indiana Nonprofit Corporation Act and the Virginia Nonstock Corporation Act, as follows:

a. The Plan and Agreement of Merger was submitted to the members of ASTL by the ASTL board of directors in accordance with Title 13.1, Chapter 10 of the Code of Virginia, and with voting beginning on June 1, 2015, and with voting ending on June 15, 2015.

b. The total number of votes cast for and against the plan by each voting group entitled to vote separately on the Plan and Agreement of Merger was:

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<th>Members</th>
<th>Total Votes FOR</th>
<th>Total Votes AGAINST</th>
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c. And the number cast for the plan by each voting group was sufficient for approval by that voting group.

d. By the foregoing vote of ASTL Members, pursuant to the Virginia Nonstock Corporation Act, and ASTL’s organic documents, ASTL has adopted the Plan and Agreement of Merger on June 15, 2015.

e. The Plan and Agreement of Merger was submitted to Directors of APICS for consideration. Approval by the members of APICS is not required under Indiana law, because APICS members do not have voting rights. See Ind. Code Ann. § 23-17-2-17 (West).

f. A regular meeting of the board of directors of APICS, was duly called and convened, pursuant to Ind. Code Ann. § 23-17-15-1 (West) and Article VI, Sections A and C of the APICS Bylaws, on May 2, 2015 at Chicago, Illinois. Pursuant to Ind. Code Ann. § 23-17-19-3 (West) and Articles VI, Section D and E, and Article XI, Section H of the APICS Bylaws, the APICS Board of Directors hereby approved and adopted the attached Plan and Agreement of Merger;

4. American Production and Inventory Control Society, Inc., an Indiana nonprofit corporation, which will be the surviving corporation, hereby
certifies that its participation in the merger was duly authorized as required by the law of the State of Indiana.

**AMERICAN SOCIETY OF TRANSPORTATION AND LOGISTICS, INC.**

____________________________ [Signature] ____________ [Date]

Laurie Denham, [Corporate Title]

ASTL’s SCC ID Number: 05761887

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**AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.**

____________________________ [Signature] ____________ [Date]

Abe Eshkenazi, as Chief Executive Officer

APICS’s Indiana Control Number: 194096B039