



September 10, 2018

Jama Giammona  
Stores Specialist – City of Santa Rosa  
4300 Llano Road  
Santa Rosa CA 95407

Dear Jama.

- Cummins is providing CUMPAS, the On-Line Cummins parts ordering tool to the City of Santa Rosa.
- Cummins will sell the City of Santa Rosa Cummins parts at Cummins Published Fleet price. Which is accessible through CUMPAS, the afore mentioned on-line ordering system. (For reference, Fleet price is 2 levels below List price: List, Repair-Trade-Net, Fleet.) Fleet price averages a 10-12% discount from list price. Individual parts pricing many vary due to how specific parts are categorized. From time to time Cummins implements a “Pricing Action” parts increase/decrease. Regardless, until further notice, the City of Santa Rosa will receive Cummins Fleet Price.
- All original orders and special orders are charged freight. Backorders from an original “stock” order are prepaid, as the parts were no available for shipment on the original Purchase Order.
- As for Cummins Technician time, the hourly rate of \$172.00 per technician will apply for standard time. Overtime rates are 1.5 the standard rate. Travel time expense is \$2.50 per mile. Meaning, the approximate travel expense from the Cummins San Leandro location to 4300 Llano Road in Santa Rosa is \$167.00 each way.

Please let me know of any questions and/or concerns; thank you for doing business with Cummins.

Best regards,

A handwritten signature in blue ink, appearing to read 'Jerry D. Moeckel', written over a light blue rectangular background.

Jerry D. Moeckel  
Direct Sales – Sales Manager.

Cummins Sales and Service  
14775 Wicks Blvd.  
San Leandro, CA 94577  
Tel 510.604.9290  
Fax 510.351.1469  
salesandservice.cummins.com

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF MERGER  
of  
CUMMINS INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that an Articles of Merger of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

**CUMMINS PACIFIC LLC**

a(n) Non-Qualified Entity

merged with and into the surviving entity(s):

**CUMMINS INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, January 01, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 01, 2017

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

194062-043 /7765521

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**ARTICLES OF MERGER**  
**OF**  
**CUMMINS PACIFIC LLC,**  
**A DELAWARE LIMITED LIABILITY COMPANY**  
**WITH AND INTO**  
**CUMMINS INC.,**  
**AN INDIANA CORPORATION**

2018 NOV 30 10 11 AM

The undersigned, acting as a duly authorized officer of CUMMINS INC., an Indiana corporation (the “**Surviving Entity**”), in compliance with the Indiana Business Corporation Law, (the “**IBCL**”), as amended by, including, but not limited to, the Uniform Business Organization Administrative Provisions Act, effective as of January 1, 2018, and the Delaware Limited Liability Company Act, as amended (the “**DLLCA**”), and desiring to effect a merger of CUMMINS PACIFIC LLC, a Delaware limited liability company (the “**Merging Entity**”), with and into the Surviving Entity in accordance with the applicable laws of the State of Indiana, including without limitation Section 23-1-40-8 of the IBCL, and the applicable laws of the State of Delaware, including without limitation Section 18-209 of the DLLCA, hereby sets forth the following facts:

**Article 1. SURVIVING ENTITY**

Section 1.1 **Name.** The name of the entity surviving the merger is CUMMINS INC.

Section 1.2 **Jurisdiction.** The Surviving Entity is an Indiana corporation organized and existing pursuant to the provisions of the IBCL.

**Article 2. MERGING ENTITY**

Section 2.1 **Name.** The name of the entity merging into the Surviving Entity is CUMMINS PACIFIC LLC.

Section 2.2 **Jurisdiction.** The Merging Entity is a Delaware limited liability company existing pursuant to the provisions of the DLLCA.

Section 2.3 **Outstanding Units.** The Merging Entity has 500 Units outstanding. All of the outstanding Units of the Merging Entity voted in favor of the merger, and the number of votes cast for the merger was sufficient for approval of the merger.

**Article 3. AGREEMENT AND PLAN OF MERGER**

The Agreement and Plan of Merger for merging the Merging Entity with and into the Surviving Entity (the “**Plan of Merger**”), containing such information as required by Section 23-1-40-1 of the IBCL, was properly adopted and approved as described below.

**Article 4. EFFECTIVE TIME.**

Pursuant to the terms of the Plan of Merger, the merger shall be effective at 12:01 a.m. Eastern Time on January 1, 2018.

**Article 5. MANNER OF ADOPTION AND VOTE**

**Section 5.1 Action by the Surviving Entity.** By resolutions duly adopted by the Board of Directors of the Surviving Entity at a meeting held on October 10, 2017, the Board of Directors of the Surviving Entity approved the Plan of Merger and authorized the execution of the Plan of Merger by the officers of the Surviving Entity, for and on its behalf. Pursuant to Section 23-1-40-3(g) of the IBCL, approval of the shareholders of the Surviving Entity is not required.

**Section 5.2 Action by the Merging Entity.** By written consent duly adopted by the sole Manager of the Merging Entity on October 10, 2017, the sole Manager of the Merging Entity approved the Plan of Merger, and authorized the submission of the Plan of Merger to the Members of the Merging Entity. By written consent duly adopted by the Members of the Merging Entity on October 10, 2017, the Members of the Merging Entity approved the Plan of Merger and authorized the execution of the Plan of Merger by the officers of the Merging Entity, for and on its behalf.

**Section 5.3 Compliance with Legal Requirements.** The manner of the adoption of the Plan of Merger, and the vote by which it was adopted and approved, constitute full legal compliance with the provisions of the IBCL, the DLLCA, the Articles of Incorporation and the By-Laws of the Surviving Entity, as amended, and the Certificate of Formation and Operating Agreement of the Merging Entity, as amended.

[SIGNATURE PAGE TO FOLLOW]

NOV 30 2017  
11:58 AM  
INDIANA SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Surviving Entity, executes these Articles of Merger and verifies that the statements contained herein are true as of 10th day of October, 2017.

*"Surviving Entity"*

CUMMINS INC.

By: 

Printed: MARK J. SIFFERLEN

Title: CORPORATE SECRETARY

NOV 30 2017

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CUMMINS PACIFIC LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CUMMINS INC." UNDER THE NAME OF "CUMMINS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2017, AT 4:04 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018 AT 12:01 O`CLOCK A.M.



6651642 8100M  
SR# 20177448240

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203735959  
Date: 12-12-17

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “**Act**”), the undersigned corporation executes the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Cummins Inc., an Indiana corporation (the “**Surviving Entity**”), and the name of the limited liability company being merged with and into the Surviving Entity is Cummins Pacific LLC, a Delaware limited liability company (the “**Merging Entity**”).

**SECOND:** The Agreement and Plan of Merger (the “**Plan of Merger**”) has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 18-209(b) of the Act.

**THIRD:** The name of the surviving foreign corporation is Cummins Inc.

**FOURTH:** The merger is to become effective at 12:01 a.m. Eastern time on January 1, 2018 (the “**Effective Time**”).

**FIFTH:** The executed Plan of Merger is on file at 500 Jackson Street, Columbus, Indiana 47201, the place of business of the Surviving Entity.

**SIXTH:** A copy of the Plan of Merger will be furnished by the Surviving Entity or resulting domestic limited liability company or other business entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

**SEVENTH:** The Surviving Entity agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Merging Entity, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 500 Jackson Street, Columbus, Indiana 47201.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be signed as of the 10<sup>th</sup> day of October, 2017.

*“Surviving Entity”*

CUMMINS INC.

By: \_\_\_\_\_

Printed: MARK J. SIFFERLEN\_\_\_\_\_

Title: CORPORATE SECRETARY\_\_\_\_\_