

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF DARLINGTON )

**RESOLUTION NO. 769**

**RATIFYING THE RECONVEYANCE OF CERTAIN PROPERTY SUBJECT TO AN EXISTING LEASE AGREEMENT BETWEEN DARLINGTON COUNTY, SOUTH CAROLINA AND SAM CARBIS ASSET MANAGEMENT, LLC; AND OTHER MATTERS RELATED THERETO.**

WHEREAS, Darlington County, South Carolina (the "County") acting by and through its County Council (the "County Council") entered into that certain Lease Agreement with Alco-Lite Industries, LLC and TechnoSteel, LLC dated November 1, 1997 (the "Lease Agreement") providing for the payment of a fee in lieu of tax pursuant to the provisions of Title 4, Chapter 12 of the Code of Laws of South Carolina, 1976, as amended (the "Original FILOT Act"); and

WHEREAS, Sam Carbis Asset Management, LLC (the "Company") is the successor in interest to both Alco-Lite Industries, LLC and TechnoSteel, LLC; and

WHEREAS, the Original FILOT Act required that the taxpayer convey title to the assets subject to a fee in lieu of tax arrangement to the County and for the County to lease those assets back to the taxpayer in exchange for the payment of a fee in lieu of tax; and

WHEREAS, the Lease Agreement contemplated that at the expiration of its term, the County would reconvey title to the applicable assets to the Company; and

WHEREAS, under Section 10.04 of the Lease Agreement, the County shall transfer the Project (as the Lease Agreement defines such term) to the Company in exchange for consideration of \$1.00; and

WHEREAS, under Section 10.06 of the Lease Agreement, the County shall deliver a deed or bill of sale to the Company, provided that the Company shall pay all reasonable expenses incurred by the County incident to the conveyance, including any escrow fees, recording fees, or taxes due; and

WHEREAS, the Company purported to convey to the County a 50' x 50' sewer pump station site (the "Pump Station Site") together with a 20-foot easement ("20-Foot Easement"), but such conveyance was invalid since the County had title to the assets; and

WHEREAS, upon reconveyance, the County will retain title to the Pump Station Site but will terminate the 20-Foot Easement since such is not required to access the Pump Station Site; and

WHEREAS, the Company has caused to be prepared and presented to the County that certain Reconveyance Deed, Reconveyance Bill of Sale, the Lease Termination Agreement and Termination of Easement, copies of which are attached hereto as Exhibit A, Exhibit B Exhibit C, and Exhibit D, respectively; and

WHEREAS, the County Council has determined that the Reconveyance Deed, the Reconveyance Bill of Sale, the Lease Termination Agreement and the Termination of Easement are in appropriate form and are appropriate instruments to effectuate the County's obligations under Sections 10.04 and 10.06 of the Lease Agreement.

NOW, THEREFORE, BE IT RESOLVED by the County Council in a meeting duly assembled as follows:

Section 1. The form, terms, and provisions of the Reconveyance Deed presented to this meeting are hereby approved, and all of the terms, provisions, and conditions thereof are incorporated herein by reference as if the Reconveyance Deed were set out in this Resolution in its entirety. The Chairman of the County Council is authorized, empowered, and directed to execute, acknowledge, and deliver the Reconveyance Deed in the name of and on behalf of the County, and thereupon to cause the Reconveyance Deed to be delivered to the Company. The Reconveyance Deed is to be in substantially the form now before this meeting and hereby approved, with such changes therein as shall not be materially adverse to the County and as shall be approved by the officials of the County executing the same, upon the advice of counsel to the County, such officer's execution thereof to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form of the Reconveyance Deed now before this meeting.

Section 2. The form, terms, and provisions of the Reconveyance Bill of Sale presented to this meeting are hereby approved, and all of the terms, provisions, and conditions thereof are incorporated herein by reference as if the Reconveyance Bill of Sale were set out in this Resolution in its entirety. The Chairman of the County Council is authorized, empowered, and directed to execute, acknowledge, and deliver the Reconveyance Bill of Sale in the name of and on behalf of the County, and thereupon to cause the Reconveyance Bill of Sale to be delivered to the Company. The Reconveyance Bill of Sale is to be in substantially the form now before this meeting and hereby approved, with such changes therein as shall not be materially adverse to the County and as shall be approved by the officials of the County executing the same, upon the advice of counsel to the County, such officer's execution thereof to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form of the Reconveyance Bill of Sale now before this meeting.

Section 3. The form, terms and provisions of the Lease Termination Agreement, and Termination of Easement presented to this meeting are hereby approved, and all of the terms, provisions, and conditions thereof are incorporated herein by reference as if the Lease Termination Agreement and Termination of Easement were set out in this Resolution in their entirety. The Chairman of the County Council is authorized, empowered, and directed to execute, acknowledge, and deliver the Lease Termination Agreement and Termination of Easement in the name of and on behalf of the County, and thereupon to cause the Lease Termination Agreement and Termination of Easement to be delivered to the Company. The Lease Termination Agreement and Termination of Easement are to be in substantially the form now before this meeting and hereby approved, with such changes therein as shall not be materially adverse to the County and as shall be approved by the officials of the County

executing the same, upon the advice of counsel to the County, such officer's execution thereof to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form of the Lease Termination Agreement and Termination of Easement now before this meeting.

Section 4. The County agrees to waive all requirements of certification and/or notice required pursuant to the Escrow Agreement dated as of November 1, 1997.

Section 5. The County Administrator, Chairman of the County Council, and Clerk to County Council, for and on behalf of the County, are hereby authorized and directed to do any and all things reasonably necessary to effect the execution and delivery of the Reconveyance Deed, the Reconveyance Bill of Sale, the Lease Termination Agreement and Termination of Easement and the performance of all obligations of the County under such documents.

Section 6. This Ordinance shall be construed and interpreted in accordance with the laws of the State of South Carolina.

(Signature Page Follows)

BE IT RESOLVED this 4th day of December, 2023.

**DARLINGTON COUNTY,  
SOUTH CAROLINA**

Signed: Bobby Hudson  
Name: Bobby Hudson  
Title: Darlington County Council Chairman

**Attest:**

Janet Bishop  
Janet Bishop  
Clerk to Council

EXHIBIT A  
RECONVEYANCE DEED

# Darlington County Recording Page

Darlington Clerk of Court / ROD

Scott B. Suggs

Darlington County Courthouse

1 Public Square - Room B-4

Darlington, SC 29532

(843) 398-4330

Book : **1112**

Page : **8978**

On (Recorded Date) : **1/16/2024**

At (Recorded Time) : **2:11:54 PM**

Recording Pages : **15**

Recording Fee : **\$15.00**

**Please keep this Cover Page with the Original Document**

**This sheet is now part of this document, please leave attached.**

Index Type : **DEEDS**

Type of Instrument : **QUIT CLAIM DEED**

Type of Transaction: **Deeds**

First SELLER

DARLINGTON COUNTY SOUTH CAROLINA

First BUYER

SAM CARBIS ASSET MANAGEMENT LLC

Received From :  
SIMPLIFILE

Return To :  
SIMPLIFILE

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The attached document including this Cover Page was recorded in the County Recorder's office of  
Darlington County, South Carolina

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Printed on: Tuesday, January 16, 2024 2:11 pm

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF DARLINGTON )

**RECONVEYANCE QUITCLAIM DEED**

THIS Reconveyance Quitclaim Deed, (the "Deed") is executed as of the 4<sup>th</sup> day of December, 2023 by Darlington County, South Carolina ("Grantor") to Sam Carbis Asset Management, LLC, a Delaware limited liability company ("Grantee").

**WITNESSETH:**

WHEREAS, by deed dated November 4, 1997 and recorded in Book D185 at Page 171 in the Darlington County Clerk of Court's Office, ALCO-LITE Industries, LLC and TechnoSteel, LLC conveyed certain property to Darlington County, South Carolina, in connection with a fee-in-lieu of tax transaction; and

WHEREAS, by lease dated November 1, 1997 and recorded in Book D185 at Page 177, Grantor leased the property back to ALCO-LITE Industries, LLC and TechnoSteel, LLC (the "Lease") as provided in the fee-in-lieu of tax transaction; and

WHEREAS, by that certain deed dated November 13, 1998 and recorded November 18, 1998 in Book D221 at Page 62 in the Darlington County Clerk of Court's Office, TechnoSteel, LLC purported to convey a 50'X50' Sewer Pump Station (the "Pump Station Property") to the Grantor; and

WHEREAS, the property subject to the Lease, less and except the Pump Station Property, is more specifically described in Exhibit "A" attached hereto and incorporated herein by reference (the "Property"); and

WHEREAS, pursuant to the Amended Articles of Organization Limited Liability Company, filed in the South Carolina Secretary of State Office on October 18, 2013, attached hereto as Exhibit "B", ALCO-LITE Industries, LLC changed its name to Sam Carbis Asset Management, LLC, a South Carolina limited liability company; and

WHEREAS, pursuant to the Articles of Merger Limited Liability Company, filed in the South Carolina Secretary of State Office on October 29, 2013, attached hereto as Exhibit "C", Sam Carbis Asset Management, LLC, a South Carolina limited liability company merged into Sam Carbis Asset Management, LLC, a Delaware limited liability company; and

WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "D", TechnoSteel, LLC merged into Carbis, Inc., a South Carolina corporation; and

WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "E", Carbis, Inc., a South Carolina corporation merged into Carbis Holdings, Inc., a South Carolina Corporation;

Unrecorded

WHEREAS, pursuant to the certain Assignment and Assumption of Lease ~~recorded XXXXXX~~  
~~XXXXXX page XXXXXX~~ Carbis Holdings, Inc. conveyed its interest in the Lease to Sam Carbis Asset Management, LLC;

WHEREAS, Grantee has exercised the option set forth in the Lease to receive title to the Property thereby terminating the Lease; and

WHEREAS, Grantor has agreed to convey the Property to Grantee pursuant to the terms of this deed.

NOW, THEREFORE, in consideration of the sum of TEN and No/100 Dollars (\$10.00) the receipt and sufficiency of which are acknowledged by Grantor, Grantor has granted, bargained, sold and released, and by this Deed grants, bargains, sells and releases, subject to the easements, restrictions, covenants, reservations and conditions referenced generally below, to Grantee, its successors and assigns, the certain property.

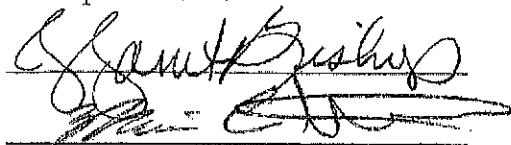
THIS conveyance specifically includes all right, title and interest of Grantor, if any, in and to lands subject to or underlying any highway, road or utility easement crossing or adjacent to the property hereby conveyed.

TOGETHER with all and singular rights, members, hereditaments and appurtenances belonging or in any way incident or appertaining thereto;

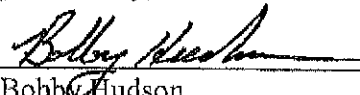
TO HAVE AND TO HOLD all and singular said property unto Grantee its successors and assigns forever.

IN WITNESS WHEREOF, Grantor has caused this Deed of real property to be executed as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:



Darlington County, South Carolina

By:   
Bobby Hudson  
Its: Chairman



WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "E", Carbis, Inc., a South Carolina corporation merged into Carbis Holdings, Inc., a South Carolina Corporation;

WHEREAS, pursuant to the certain Assignment and Assumption of Lease recorded in Book \_\_\_\_\_ at page \_\_\_\_\_ Carbis Holdings, Inc. conveyed its interest in the Lease to Sam Carbis Asset Management, LLC;

WHEREAS, Grantee has exercised the option set forth in the Lease to receive title to the Property thereby terminating the Lease; and

WHEREAS, Grantor has agreed to convey the Property to Grantee pursuant to the terms of this deed.

NOW, THEREFORE, in consideration of the sum of TEN and No/100 Dollars (\$10.00) the receipt and sufficiency of which are acknowledged by Grantor, Grantor has granted, bargained, sold and released, and by this Deed grants, bargains, sells and releases, subject to the easements, restrictions, covenants, reservations and conditions referenced generally below, to Grantee, its successors and assigns, the certain property.

THIS conveyance specifically includes all right, title and interest of Grantor, if any, in and to lands subject to or underlying any highway, road or utility easement crossing or adjacent to the property hereby conveyed.

TOGETHER with all and singular rights, members, hereditaments and appurtenances belonging or in any way incident or appertaining thereto;

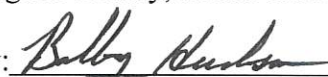
TO HAVE AND TO HOLD all and singular said property unto Grantee its successors and assigns forever.

IN WITNESS WHEREOF, Grantor has caused this Deed of real property to be executed as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:


Darlington County, South Carolina

By:   
Bobby Hudson  
Its: Chairman \_\_\_\_\_

STATE OF SOUTH CAROLINA    )  
  )  
COUNTY OF DARLINGTON        )

I, J. JaNet Bishop, Notary Public for the State of South Carolina, do hereby certify that Bobby Hudson, the Chairman for Darlington County, South Carolina personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Sworn to and subscribed before me this   4<sup>th</sup>   day of December, 2023.

 (L.S.)  
Notary Public, State of South Carolina

My Commission Expires:   06/18/2029

STATE OF SOUTH CAROLINA )  
COUNTY OF DARLINGTON )

**AFFIDAVIT FOR TAXABLE OR EXEMPT TRANSFERS**

PERSONALLY appeared before me the undersigned, who being duly sworn, deposes and says:

1. I have read the information on this affidavit and I understand such information.
2. The property being transferred is located at 1454 Ebenezer Rd. Darlington, SC 29532, bearing Darlington County Tax Map Number 167-00-01-014, was transferred by Darlington County, South Carolina to Sam Carbis Asset Management, LLC on December 4, 2023.
3. Check one of the following: The deed is
  - (a) \_\_\_\_\_ subject to the deed recording fee as a transfer for consideration paid or to be paid in money or money's worth.
  - (b) \_\_\_\_\_ subject to the deed recording fee as a transfer between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, or is a transfer to a trust or as a distribution to a trust beneficiary.
  - (c) X exempt from the deed recording fee because (See Information section of affidavit): consideration paid less than \$100.00

(If exempt, please skip items 4 - 7, and go to item 8 of this affidavit.)

If exempt under exemption #14 as described in the Information section of this affidavit, did the agent and principal relationship exist at the time of the original sale and was the purpose of this relationship to purchase the realty? Check Yes \_\_\_\_\_ or No \_\_\_\_\_

4. Check one of the following if either item 3(a) or item 3(b) above has been checked (See Information section of this affidavit.):

- (a) \_\_\_\_\_ The fee is computed on the consideration paid or to be paid in money or money's worth in the amount of \$.
- (b) \_\_\_\_\_ The fee is computed on the fair market value of the realty which is \_\_\_\_\_.
- (c) \_\_\_\_\_ The fee is computed on the fair market value of the realty as established for property tax purposes which is \_\_\_\_\_.

5. Check Yes \_\_\_\_\_ or No xx to the following: A lien or encumbrance existed on the land, tenement, or realty before the transfer and remained on the land, tenement, or realty after the transfer. (This includes, pursuant to Code Section 12-59-140(E)(6), any lien or encumbrance on realty in possession of a forfeited land commission which may subsequently be waived or reduced after the transfer under a signed contract or agreement between the lien holder and the buyer existing before the transfer.) If "Yes," the amount of the outstanding balance of this lien or encumbrance is: \_\_\_\_\_.

6. The deed recording fee is computed as follows:

- (a) Place the amount listed in item 4 above here: \$
- (b) Place the amount listed in item 5 above here: \$
- (If no amount is listed, place zero here.)
- (c) Subtract Line 6(b) from Line 6(a) and place result here: \$

7. The deed recording fee due is based on the amount listed on Line 6(c) above and the deed recording fee due is: \$.

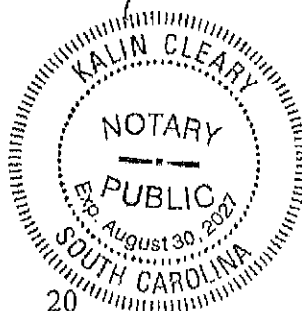
8. As required by Code Section 12-24-70, I state that I am a responsible person who was connected with the transaction as: Attorney.

9. I understand that a person required to furnish this affidavit who willfully furnishes a false or fraudulent affidavit is guilty of a misdemeanor and, upon conviction, must be fined not more than one thousand dollars or imprisoned not more than one year, or both.

SWORN to and subscribed before me this  
16 day of January, 2023.

Kalin Cleary  
Notary Public for South Carolina  
My Commission Expires: 8.30.2027  
Notary (printed name): Kalin Cleary

Gary W. Morris  
Gary W. Morris



### **Exhibit A**

All that certain tract of land in the County of Darlington, State of South Carolina, containing 98.83 acres and shown on a plat thereof made by Precision Surveying, Inc., dated January 24, 1997, a copy which is recorded in the office of the Clerk of Court for Darlington County in Plat Book 172 at Page 27. Said tract has such shape, metes, courses and distances as are shown on the aforesaid plat and is bounded according thereto on the Northeast in part by Ebenezer Road; on the Southeast in parts by lands of Central Service & Rental, Klienman & Grady, Jacqueline Zufelt, Klienman, Bess, and Homer A. Weatherford; on the Southwest in part land of Frank E. Rogers, Jr., and in part by land of Homer A. Weatherford; on the Northwest in part by land of Homer A. Weatherford and in part by land of Joan Murray (N/F).

#### **LESS and EXCEPT:**

All that certain tract of land in the County of Darlington, State of South Carolina, a portion of Tax Parcel 167-00-01-014, shown as a sewer lift station 50"X50" on a plat prepared by Engineering Consultants, Inc., for TechnoSteel, LLC and Alco-Lite Industries, LLC dated March 22, 2004 and recorded in the Office of the Clerk of Court for Darlington County in Book 197 at Page 149.

TMS#: 167-00-01-014

Property Address: 1454 Ebenezer Rd. Darlington, SC 29532

#### **Derivation:**

All that certain tract of land in the County of Darlington, State of South Carolina by deed from ALCO-LITE Industries, LLC, a South Carolina limited liability company and TechnoSteel, LLC a South Carolina limited liability company dated November 4, 1997 and recorded December 5, 1997 in Book D-185 at Page 171, in the Office of the Register of Deeds for Darlington County.

**Exhibit B**

(Amended Articles of Organization Limited Liability Company  
ALCO-LITE Industries, LLC to Sam Carbis Asset Management)

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

Oct 02 2023  
REFERENCE ID: 1448210

*Mark Hammond*  
Mark Hammond  
South Carolina Secretary of State

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

**AMENDED ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY**

The Limited Liability Company amends its articles of organization in accordance with Section 33-44-204 of the 1976 South Carolina Code of Laws, as amended.

1. The name of the Limited Liability Company is **Alco-Lite Industries, LLC**
2. The date the articles of organization were filed is **March 6, 1997**.
3. The articles of organization are amended in the following respects, of which all amended provisions may lawfully be included in the articles of organization.

**Article 1:** The name of the limited liability company is hereby changed to: **Sam Carbis Asset Management, LLC**.

**Article 5:** The term of the company shall be **99** years from the date hereof.

**ALCO-LITE INDUSTRIES, LLC**  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/17/13

By *Samuel C. Cramer*  
Samuel C. Cramer, Sole Shareholder

TPGL 3391947v1

131018-0201 FILED: 10/18/2013  
SAM CARBIS ASSET MANAGEMENT, LLC  
Filing Fee: \$110.00 ORIG



Mark Hammond South Carolina Secretary of State

**Exhibit C**  
**(Articles of Merger Limited Liability Company**  
**Sam Carbis Asset Management, a SC LLC to Sam Carbis Asset Management, a Delaware LLC)**

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

Oca 02 2023  
REFERENCE ID: 1448210

*Mark Hammond*  
Mark Hammond  
Secretary of State

**STATE OF SOUTH CAROLINA**  
**SECRETARY OF STATE**

**ARTICLES OF MERGER**  
**LIMITED LIABILITY COMPANY**

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name of the surviving or resulting limited liability company (or other surviving entity) is:  
**Sam Carbis Asset Management, LLC.**  
  
The surviving entity is a Delaware limited liability company.
2. The name and jurisdiction of formation (or organization) of each of the limited liability companies and other entities that are parties to the merger:
  - a. **Sam Carbis Asset Management, a Delaware limited liability company.**
  - b. **Sam Carbis Asset Management, a South Carolina limited liability company**
3. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State  
  
Name: **Sam Carbis Asset Management, LLC**  
Date Articles of Organization Filed: **March 6, 1997**
4. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge.
5. The effective date of merger is: **October 30, 2013**
6. If a South Carolina limited liability company is the surviving entity, specify in the following space such changes in its articles of organization as are necessary by reason of the merger.
7. If a party to the merger is a foreign limited liability company, specify the jurisdiction and date of filing of its initial articles or organization and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.

Name of foreign Limited Liability Company: **Sam Carbis Asset Management, LLC**  
Date its initial articles were filed: **October 28, 2013**  
Date of filing of application for authority: **No application filed.**

TPGI.5405046v1

131029-0357 FILED: 10/29/2013  
SAM CARBIS ASSET MANAGEMENT, LLC  
Filing Fee: \$10.00 ORIG

Mark Hammond

South Carolina Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2013

REFERENCE ID: 1448210

10/25/2013 [X]

Check this box if the surviving entity is not a South Carolina limited liability company. Since the surviving entity is not a South Carolina limited liability, it is agreed that the surviving entity (as specified in Item #1), may be served with process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding an interest in any other entity that is to merge.

SAM CARBIS ASSET MANAGEMENT, LLC,  
a Delaware limited liability company  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/25/2013

Samuel C. Cramer  
By: Samuel C. Cramer, President

SAM CARBIS ASSET MANAGEMENT, LLC  
a South Carolina limited liability company  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/25/2013

Samuel C. Cramer  
By: Samuel C. Cramer, President

TPGL 540S046v1

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:37 PM 10/25/2013  
FILED 04:37 PM 10/25/2013  
SRV 131236117 - 5421104 FILE

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is:

**Sam Carbis Asset Management, LLC, a Delaware Limited Liability Company.**

**Second:** The name of the Limited Liability Company being merged into this surviving Limited Liability Company is: **Sam Carbis Asset Management, LLC.**

The jurisdiction in which this Limited Liability Company was formed is: **S.C.**

**Third:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**Fourth:** The name of the surviving Limited Liability Company is:

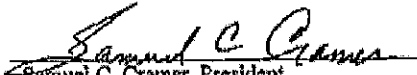
**Sam Carbis Asset Management, LLC**

**Fifth:** The executed agreement of merger is on file at 1430 W. Darlington Street; Florence, SC 29501 the principal place of business of the surviving Limited Liability Company.

**Sixth:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 25<sup>TH</sup> day of October, A.D., 2013.

**SAM CARBIS ASSET MANAGEMENT, LLC**  
By: Cramer Family Limited Partnership, Member  
By: Flesty, Inc., Sole Shareholder

  
Samuel C. Cramer, President



**Exhibit D**  
(Articles of Merger Limited Liability Company  
TechnoSteel, LLC into Carbis, Inc.,)

See attached

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

Oct 02 2023  
REFERENCE ID: 1440226

*Mark Hammond*  
Mark Hammond

140103-0155  
CARBIS, INC.

FILED: 01/03/2014

Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0156

CORE TERMINAL PRODUCTS, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0157

SAFETY ACCESS MAINTENANCE AND INSTALLATION, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0158

CARBIS FLUID HANDLING, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0159

TECHNO LOADING ARMS, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

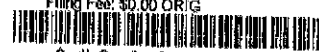
South Carolina Secretary of State

140103-0160

TECHNOSTEEL, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

O-A 02 2023  
REFERENCE ID: 1448226

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF MERGER

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is *Carbis, Inc.*
2. The surviving entity is a South Carolina corporation.
3. Attached hereto and made a part hereof is a copy of the Subsidiary Merger Agreement (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
4. The name and jurisdiction of formation for each of the entities that are parties to the merger are as follows:

- (a) *Carbis, Inc.* - South Carolina corporation.
- (b) *Core Terminal Products, LLC* - South Carolina limited liability company
- (c) *Safety Access Maintenance and Installation, LLC* - South Carolina limited liability company
- (d) *Carbis Fluid Handling, LLC* - South Carolina limited liability company
- (e) *Techno Loading Arms, LLC* - South Carolina limited liability company
- (f) *Technosteel, LLC* - South Carolina limited liability company

5. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation *Carbis, Inc.*

Complete either (1) or (2), whichever is applicable:

(1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).

(2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
Common	1,010,000	10,000	10,000	For 10,000 Of Against 0

6. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State:

- (a) *Core Terminal Products, LLC* - October 4, 2005
- (b) *Safety Access Maintenance and Installation, LLC* - June 15, 2006
- (c) *Carbis Fluid Handling, LLC* - January 27, 2012
- (d) *Techno Loading Arms, LLC* - October 4, 2005
- (e) *Technosteel, LLC* - February 24, 1997

7. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws):

8. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding an interest in any other entity that is to merge.

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2023  
REFERENCE ID: 1446226

*[Signature]*  
Notary Public for the State of South Carolina

**Carbis, Inc.**

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws);

Date: 12/30/2013

CARBIS, INC.

*[Signature: Samuel C. Cramer]*  
Samuel C. Cramer, President

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. Filing fee (payable to the Secretary of State at the time of filing of this document)  

Filing Fee .....	\$ 10.00
Filing Tax .....	\$100.00
Total .....	\$110.00
3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.  

Return to: Secretary of State  
PO Box 11350  
Columbia SC 29211

**Exhibit E**  
(Articles of Merger  
Carbis Inc., into Carbis Holdings, Inc.,)

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF MERGER  
OR SHARE EXCHANGE

140103-0144 FILED: 01/03/2014  
CARBIS HOLDINGS, INC.

Mark Hammond  
South Carolina Secretary of State

Filing Fee: \$110.00 ORIG

140103-0144 FILED: 01/03/2014  
ALUMINUM LADDER COMPANY

140103-0145 FILED: 01/03/2014  
CARBIS, INC.

Mark Hammond  
South Carolina Secretary of State

Mark Hammond  
South Carolina Secretary of State

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is *Carbis Holdings, Inc.*
2. Attached hereto and made a part hereof is a copy of the Subsidiary Merger Agreement (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:
  - (a) Name of the corporation *Carbis Holdings, Inc.*  
Complete either (1) or (2), whichever is applicable:
    - (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
    - (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
Common	1,010,000	10,000	10,000	10,000	0

\*NOTE: Pursuant to Section 33-11-105(a)(3)(B) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation: *Aluminum Ladder Company*  
Complete either (1) or (2), whichever is applicable:
  - (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a)).
  - (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
Common	1,010,000	10,000	10,000	10,000	0

\*NOTE: Pursuant to Section 33-11-105(a)(3)(B) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

- (c) Name of the corporation: *Carbis, Inc.*  
Complete either (1) or (2), whichever is applicable:
  - (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a)).
  - (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

140103-0145 FILED: 01/03/2014  
CARBIS, INC.

Mark Hammond  
South Carolina Secretary of State

140103-0146 FILED: 01/03/2014  
ALUMINUM LADDER COMPANY

Mark Hammond  
South Carolina Secretary of State

ON RECEIPT OF A TRUE AND CORRECT COPY  
OF THE ORIGINAL DOCUMENT WITH THE  
ORIGINAL DOCUMENT IN THIS OFFICE

JAN 03 2014

SECRETARY OF STATE OF SOUTH CAROLINA

*Carbis Holdings, Inc.*

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed Shares
Common	1,010,000	10,000	10,000	For or Against
				10,000 0

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws):

Date: 12/30/2013

CARBIS HOLDINGS, INC.

*Samuel C. Cramer*  
Samuel C. Cramer, President

FILING INSTRUCTIONS

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- Filing fee (payable to the Secretary of State at the time of filing of this document)  

Filing Fee	\$ 10.00
Filing Tax	\$100.00
Total	\$110.00
- TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.  
 Return to: Secretary of State  
 PO Box 11350  
 Columbia SC 29211

EXHIBIT B  
RECONVEYANCE BILL OF SALE

STATE OF SOUTH CAROLINA     )  
   )  
COUNTY OF DARLINGTON     )     **RECONVEYANCE BILL OF SALE**

THIS RECONVEYANCE BILL OF SALE (the "Bill of Sale") effective as of the 4<sup>th</sup> day of December, 2023, by DARLINGTON COUNTY, SOUTH CAROLINA, a body politic and corporate and a political subdivision of the State of South Carolina (the "County"), to Sam Carbis Asset Management, LLC, a Delaware limited liability company (the "Company").

RECITALS:

WHEREAS, Darlington County, South Carolina (the "County") acting by and through its County Council (the "County Council") entered into that certain Lease Agreement with Alco-Lite Industries, LLC and TechnoSteel, LLC dated November 1, 1997 (the "Lease Agreement") providing for the payment of a fee in lieu of tax pursuant to the provisions of Title 4, Chapter 12 of the Code of Laws of South Carolina, 1976, as amended (the "Original FILOT Act"); and

WHEREAS, Sam Carbis Asset Management, LLC (the "Company") is the successor in interest to both Alco-Lite Industries, LLC and TechnoSteel, LLC; and

WHEREAS, the Original FILOT Act required that the taxpayer convey title to the assets subject to a fee in lieu of tax arrangement to the County and for the County to lease those assets back to the taxpayer in exchange for the payment of a fee in lieu of tax; and

WHEREAS, the Lease Agreement contemplated that at the expiration of its term, the County would reconvey title to the applicable assets to the Company; and

WHEREAS, under Section 10.04 of the Lease Agreement, the County shall transfer the Project (as the Lease Agreement defines such term) to the Company in exchange for consideration of \$1.00; and


WHEREAS, pursuant to the above-described transaction, the County desires to transfer the machinery and equipment, fixtures, and other personal property to the Company.

NOW, THEREFORE, FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the County does hereby grant, bargain, sell, transfer, and convey to the Company all machinery, equipment, and fixtures, together with any and all additions, accessions, replacements, and substitutions thereto or therefor to which the County currently holds title pursuant to the terms of the Lease Agreement and which are located at the Company's facility situated on certain real property located in Darlington County, South Carolina and more particularly described on Exhibit A attached hereto.

The County represents and warrants that it has not transferred title to, or any interest in, any

of the property described herein except at the written direction of the Company in accordance with the terms of the Lease Agreement; that it has full power, right, and lawful authority to execute and deliver this Reconveyance Bill of Sale; and that it will forever warrant and defend the foregoing title to said property against any person or persons claiming title through the County.

DARLINGTON COUNTY,  
SOUTH CAROLINA

Signature:   
Name: Bobby Hudson  
Title: Chairman

ATTEST:

Signature:   
Name: J. JaNel Bishop  
Title: Clerk to Council



## **EXHIBIT A**

All that certain tract of land in the County of Darlington, State of South Carolina, containing 98.83 acres and shown on a plat thereof made by Precision Surveying, Inc., dated January 24, 1997, a copy which is recorded in the office of the Clerk of Court for Darlington County in Plat Book 172 at Page 27. Said tract has such shape, metes, courses and distances as are shown on the aforesaid plat and is bounded according thereto on the Northeast in part by Ebenezer Road; on the Southeast in parts by lands of Central Service & Rental, Klienman & Grady, Jacqueline Zufelt, Klienman, Bess, and Homer A. Weatherford; on the Southwest in part land of Frank E. Rogers, Jr., and in part by land of Homer A. Weatherford; on the Northwest in part by land of Homer A. Weatherford and in part by land of Joan Murray (N/F).

### **LESS and EXCEPT:**

All that certain tract of land in the County of Darlington, State of South Carolina, a portion of Tax Parcel 167-00-01-014, shown as a sewer lift station 50"X50" on a plat prepared by Engineering Consultants, Inc., for TechnoSteel, LLC and Alco-Lite Industries, LLC dated March 22, 2004 and recorded in the Office of the Clerk of Court for Darlington County in Book 197 at Page 149.

TMS#: 167-00-01-014

Property Address: 1454 Ebenezer Rd. Darlington, SC 29532

### **Derivation:**

All that certain tract of land in the County of Darlington, State of South Carolina by deed from ALCO-LITE Industries, LLC, a South Carolina limited liability company and TechnoSteel, LLC a South Carolina limited liability company dated November 4, 1997 and recorded December 5, 1997 in Book D-185 at Page 171, in the Office of the Register of Deeds for Darlington County.

EXHIBIT C  
LEASE TERMINATION AGREEMENT

# Darlington County Recording Page

Darlington Clerk of Court / ROD

Scott B. Suggs

Darlington County Courthouse

1 Public Square - Room B-4

Darlington, SC 29532

(843) 398-4330

Book : **1112**

Page : **8962**

On (Recorded Date) : **1/16/2024**

At (Recorded Time) : **2:08:09 PM**

Recording Pages : **16**

Recording Fee : **\$25.00**

**Please keep this Cover Page with the Original Document**

**This sheet is now part of this document, please leave attached.**

Index Type : **DEEDS**

Type of Instrument : **CANCELLATION OF MEMORANDUM OF LE**

Type of Transaction: **Cancellation Memorandum Lease**

First SELLER

DARLINGTON COUNTY SOUTH CAROLINA

First BUYER

SAM CARBIS ASSET MANAGEMENT LLC

Received From :

SIMPLIFILE

Return To :

SIMPLIFILE

---

The attached document including this Cover Page was recorded in the County Recorder's office of  
Darlington County, South Carolina

---

Printed on: Tuesday, January 16, 2024 2:11 pm

LEASE TERMINATION AGREEMENT

RE: Book D185 at Page 177  
1454 Ebenezer Rd. Darlington, SC  
TMS: 167-00-01-014

THIS LEASE TERMINATION AGREEMENT (this "**Agreement**") is made effective as of the 4<sup>th</sup> day of December, 2023 (the "**Effective Date**"), between Darlington County, South Carolina (the "**County**"), a body politic and corporate and a political subdivision of the State of South Carolina (the "**Landlord**") and Sam Carbis Asset Management, LLC, a Delaware Limited Liability Company ("**Tenant**").

**RECITALS**

WHEREAS, by deed dated November 4, 1997 and recorded in Book D185 at Page 171 in the Darlington County Clerk of Court's Office, ALCO-LITE Industries, LLC and TechnoSteel, LLC conveyed certain property to Darlington County, South Carolina, in connection with a fee-in-lieu of tax transaction; and

WHEREAS, by lease dated November 1, 1997 and recorded in Book D195 at Page 177 in the Arlington County Clerk of Court's Office, Grantor leased the Property back to ALCO-LITE Industries, LLC and TechnoSteel, LLC (the "Lease") as provided in the fee-in-lieu of tax transaction; and

WHEREAS, pursuant to the Amended Articles of Organization Limited Liability Company, filed in the South Carolina Secretary of State Office on October 18, 2013, attached hereto as Exhibit "B", ALCO-LITE Industries, LLC changed its name to Sam Carbis Asset Management, LLC, a South Carolina limited liability company; and

WHEREAS, pursuant to the Articles of Merger Limited Liability Company, filed in the South Carolina Secretary of State Office on October 29, 2013, attached hereto as Exhibit "C", Sam Carbis Asset Management, LLC, a South Carolina limited liability company merged into Sam Carbis Asset Management, LLC, a Delaware limited liability company; and

WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "D", TechnoSteel, LLC merged into Carbis, Inc., a South Carolina corporation; and

WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "E", Carbis, Inc., a South Carolina corporation merged into Carbis Holdings, Inc., a South Carolina Corporation; and

WHEREAS, pursuant to the certain <sup>Unrecorded</sup> Assignment and Assumption of Lease <sup>Carbis Holdings, Inc.</sup> ~~recorded~~ ~~on~~ ~~Book~~ ~~at Page~~ ~~Sam Carbis Asset Management, LLC~~ conveyed its interest in the Lease to Sam Carbis Asset Management, LLC; and

WHEREAS, Landlord and Tenant now desire to terminate the Lease.

NOW THEREFORE, in consideration of the mutual covenants contained in this agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Termination of Lease. The Lease, including the option set forth therein, shall be and are hereby terminated and canceled and its terms are brought to an end as of the date of the Effective Date, with the same force and effect as if the Lease Term had expired as of such date, subject to the terms and conditions set forth below.

2. Release. Except with respect to any claims, costs, liabilities, suits, penalties, and demands made by any third party, any governmental agency or entity, or a private claimant, against Landlord involving any obligations of Tenant required under the Lease that would survive the natural expiration of the Lease, Landlord and Tenant are released and discharged from their respective obligations to observe the terms and conditions of the Lease on their respective parts to be observed.

IN WITNESS WHEREOF, each party to this Agreement has caused it to be executed as of the day and year first above written.

**LANDLORD:**

Darlington County, South Carolina

By: Bobby Hudson  
Name: Bobby Hudson  
Title: Darlington County Council Chairman

WITNESSES:

[Signature]  
[Signature]

WHEREAS, pursuant to that certain Articles of Merger filed in the South Carolina Secretary of State Office on January 3, 2014, attached hereto as Exhibit "E", Carbis, Inc., a South Carolina corporation merged into Carbis Holdings, Inc., a South Carolina Corporation; and

WHEREAS, pursuant to the certain Assignment and Assumption of Lease recorded in Book \_\_\_\_ at Page \_\_\_\_ Sam Carbis Asset Management, LLC conveyed its interest in the Lease to Sam Carbis Asset Management, LLC; and

WHEREAS, Landlord and Tenant now desire to terminate the Lease.

NOW THEREFORE, in consideration of the mutual covenants contained in this agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Termination of Lease. The Lease, including the option set forth therein, shall be and are hereby terminated and canceled and its terms are brought to an end as of the date of the Effective Date, with the same force and effect as if the Lease Term had expired as of such date, subject to the terms and conditions set forth below.

2. Release. Except with respect to any claims, costs, liabilities, suits, penalties, and demands made by any third party, any governmental agency or entity, or a private claimant, against Landlord involving any obligations of Tenant required under the Lease that would survive the natural expiration of the Lease, Landlord and Tenant are released and discharged from their respective obligations to observe the terms and conditions of the Lease on their respective parts to be observed.

IN WITNESS WHEREOF, each party to this Agreement has caused it to be executed as of the day and year first above written.

**LANDLORD:**

Darlington County, South Carolina

By: 

Name: Bobby Hudson

Title: Darlington County Council Chairman

WITNESSES:



STATE OF SOUTH CAROLINA   )  
  )  
COUNTY OF DARLINGTON    )

I, the undersigned Notary Public for the State of South Carolina do hereby certify that Bobby Hudson, Chairman of Darlington County, South Carolina, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 4<sup>th</sup> day of December, 2023.

 (SEAL)

Notary Public, State of South Carolina  
Notary Name Printed: J. JaNet Bishop  
My Commission Expires: 06/18/2029

WITNESSES:

Evelyn Jett  
Natasha D. W.

TENANT:

Sam Carbis Asset Management, LLC

By: [Signature]

Name: Shawn Cramer Mizell

Title: President

STATE OF SOUTH CAROLINA )

COUNTY OF Florence )

I, the undersigned Notary Public for the State of South Carolina do hereby certify that Shawn Cramer Mizell, President of Sam Carbis Asset Management, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 12th day of December, 2023.

Susan H. Andrews (SEAL)

Notary Public, State of South Carolina

Notary Name Printed Susan H. Andrews

My Commission Expires: 10-31-2029



**Exhibit A**

Intentionally Deleted

**Exhibit B**

(Amended Articles of Organization Limited Liability Company  
ALCO-LITE Industries, LLC to Sam Carbis Asset Management)

(see attached next page)

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2013  
REFERENCE ID: 1448210

  
Mark Hammond  
South Carolina Secretary of State

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

AMENDED ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY

The Limited Liability Company amends its articles of organization in accordance with Section 33-44-204 of the 1976 South Carolina Code of Laws, as amended.

1. The name of the Limited Liability Company is **Alco-Lite Industries, LLC**
2. The date the articles of organization were filed is **March 6, 1997**.
3. The articles of organization are amended in the following respects, of which all amended provisions may lawfully be included in the articles of organization.

**Article 1:** The name of the limited liability company is hereby changed to: **Sam Carbis Asset Management, LLC.**

**Article 5:** The term of the company shall be **99** years from the date hereof.

ALCO-LITE INDUSTRIES, LLC  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/17/13

By:   
Samuel C. Cramer, Sole Shareholder

TPGI, 5391947v1

131018-0201 FILED: 10/18/2013  
SAM CARBIS ASSET MANAGEMENT, LLC  
Filing Fee: \$110.00 ORIG



Mark Hammond South Carolina Secretary of State

**Exhibit C**  
**(Articles of Merger Limited Liability Company**  
**Sam Carbis Asset Management, a SC LLC to Sam Carbis Asset Management, a Delaware LLC)**

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2013  
REFERENCE ID: 1448210

*Mark Hammond*  
Mark Hammond


**STATE OF SOUTH CAROLINA**  
**SECRETARY OF STATE**

**ARTICLES OF MERGER**  
**LIMITED LIABILITY COMPANY**

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name of the surviving or resulting limited liability company (or other surviving entity) is:  
**Sam Carbis Asset Management, LLC.**  
  
The surviving entity is a Delaware limited liability company.
2. The name and jurisdiction of formation (or organization) of each of the limited liability companies and other entities that are parties to the merger:
  - a. **Sam Carbis Asset Management, a Delaware limited liability company.**
  - b. **Sam Carbis Asset Management, a South Carolina limited liability company**
3. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State  
  
Name: **Sam Carbis Asset Management, LLC**  
Date Articles of Organization Filed: **March 6, 1997**
4. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge.
5. The effective date of merger is: **October 30, 2013**
6. If a South Carolina limited liability company is the surviving entity, specify in the following space such changes in its articles of organization as are necessary by reason of the merger.
7. If a party to the merger is a foreign limited liability company, specify the jurisdiction and date of filing of its initial articles or organization and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.  
  
Name of foreign Limited Liability Company: **Sam Carbis Asset Management, LLC**  
Date its initial articles were filed: **October 28, 2013**  
Date of filing of application for authority: **No application filed.**

TPGI.5405046v1

131029-0357 FILED: 10/29/2013  
SAM CARBIS ASSET MANAGEMENT, LLC  
Filing Fee: \$10.00 ORIG  
  
Mark Hammond  
South Carolina Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2013  
REFERENCE ID: 1448218

 [X]

Check this box if the surviving entity is not a South Carolina limited liability company. Since the surviving entity is not a South Carolina limited liability, it is agreed that the surviving entity (as specified in Item #1), may be served with process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding an interest in any other entity that is to merge.

SAM CARBIS ASSET MANAGEMENT, LLC,  
a Delaware limited liability company  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/25/2013

  
By: Samuel C. Cramer, President

SAM CARBIS ASSET MANAGEMENT, LLC  
a South Carolina limited liability company  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., General Partner

Date 10/25/2013

  
By: Samuel C. Cramer, President

TPGL 5405046v1

OCT 02 2013  
REFERENCE ID: 1448210

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:37 PM 10/25/2013  
FILED 04:37 PM 10/25/2013  
SRV 131238117 - 5421104 FILE

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is:

**Sam Carbis Asset Management, LLC, a Delaware Limited Liability Company.**

Second: The name of the Limited Liability Company being merged into this surviving  
Limited Liability Company is: **Sam Carbis Asset Management, LLC.**

The jurisdiction in which this Limited Liability Company was formed is: **S.C..**

Third: The Agreement of Merger has been approved and executed by both Limited  
Liability Companies.

Fourth: The name of the surviving Limited Liability Company is:

**Sam Carbis Asset Management, LLC**

Fifth: The executed agreement of merger is on file at 1430 W. Darlington Street; Florence, SC  
29501 the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited  
Liability Company on request, without cost, to any member of the Limited Liability  
Company or any person holding an interest in any other business entity which is to merge  
or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate  
to be signed by an authorized person, this 25<sup>TH</sup> day of October, A.D., 2013.

**SAM CARBIS ASSET MANAGEMENT, LLC**  
By: Cramer Family Limited Partnership, Member  
By: Fiesty, Inc., Sole Shareholder

  
Samuel C. Cramer, President

**Exhibit D**  
(Articles of Merger Limited Liability Company  
TechnoSteel, LLC into Carbis, Inc.,)

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

0-1 02 2023  
REFERENCE ID: 1446226

*Mark Hammond*  
Mark Hammond

140103-0155  
CARBIS, INC.

FILED: 01/03/2014

Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0156

CORE TERMINAL PRODUCTS, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0157

SAFETY ACCESS MAINTENANCE AND INSTALLATION, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0158

CARBIS FLUID HANDLING, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0159

TECHNO LOADING ARMS, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

140103-0160

TECHNOSTEEL, LLC

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY,  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2023  
REFERENCE ID: 1449226

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF MERGER

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is *Carbis, Inc.*
2. The surviving entity is a South Carolina corporation.
3. Attached hereto and made a part hereof is a copy of the Subsidiary Merger Agreement (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
4. The name and jurisdiction of formation for each of the entities that are parties to the merger are as follows:
  - (a) Carbis, Inc. - South Carolina corporation.
  - (b) Core Terminal Products, LLC - South Carolina limited liability company
  - (c) Safety Access Maintenance and Installation, LLC - South Carolina limited liability company
  - (d) Carbis Fluid Handling, LLC - South Carolina limited liability company
  - (e) Techno Loading Arms, LLC - South Carolina limited liability company
  - (f) Technosteel, LLC - South Carolina limited liability company
5. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:
  - (a) Name of the corporation *Carbis, Inc.*  
Complete either (1) or (2), whichever is applicable:
    - (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-109(a) of the 1976 South Carolina Code of Laws, as amended).
    - (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
Common	1,010,000	10,000	10,000	10,000	0

6. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State:
  - (a) Core Terminal Products, LLC - October 4, 2006
  - (b) Safety Access Maintenance and Installation, LLC - June 15, 2006
  - (c) Carbis Fluid Handling, LLC - January 27, 2012
  - (d) Techno Loading Arms, LLC - October 4, 2006
  - (e) Technosteel, LLC - February 24, 1997
7. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws).
8. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding an interest in any other entity that is to merge.



CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

OCT 02 2023  
REFERENCE ID: 1448226

*[Signature]*  
NOTARY PUBLIC

**Carbis, Inc.**

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws):

Date: 12/30/2013

CARBIS, INC.

*[Signature: Samuel C. Cramer]*  
Samuel C. Cramer, President

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.  
2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee .....	\$ 10.00
Filing Tax .....	\$100.00
Total .....	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State  
PO Box 11350  
Columbia SC 29211

**Exhibit E**  
**(Articles of Merger**  
**Carbis Inc., into Carbis Holdings, Inc.,)**

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF MERGER  
OR SHARE EXCHANGE

140103-0144

CARBIS HOLDINGS, INC.

FILED: 01/03/2014

FILED

Filing Fee: \$110.00 ORIG

Mark Hammond

South Carolina Secretary of State

TYPE OR PRINT CLEARLY IN INK OR BY

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is *Carbis Holdings, Inc.*
2. Attached hereto and made a part hereof is a copy of the Subsidiary Merger Agreement (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation *Carbis Holdings, Inc.*  
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (e), and 33-11-108 (b) of the 1976 South Carolina Code of Laws, as amended).
- (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed Shares	
				For	Against
Common	1,010,000	10,000	10,000	10,000	0

\*NOTE: Pursuant to Section 33-11-105(a)(3)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: *Aluminum Ladder Company*  
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
- (2) ☒ The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed Shares	
				For	Against
Common	1,010,000	10,000	10,000	10,000	0

\*NOTE: Pursuant to Section 33-11-105 (a)(3)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(c) Name of the corporation: *Carbis, Inc.*  
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
- (2) ☒ The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

140103-0143  
CARBIS, INC.

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG

Mark Hammond

South Carolina Secretary of State

140103-0146

ALUMINUM LADDER COMPANY

FILED: 01/03/2014

Filing Fee: \$0.00 ORIG

Mark Hammond

South Carolina Secretary of State

ON FILED A TRUE AND CORRECT COPY  
OF THE ABOVE AND COMPARED WITH THE  
ORIGINAL FILED IN THIS OFFICE

JAN 03 2014

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**Carbis Holdings, Inc.**

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
Common	1,010,000	10,000	10,000	For 10,000 or Against 0

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b) of the 1976 South Carolina Code of Laws):

Date: 12/30/2013

CARBIS HOLDINGS, INC.

Samuel C. Cramer  
Samuel C. Cramer, President

**FILING INSTRUCTIONS**

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- Filing fee (payable to the Secretary of State at the time of filing of this document)  

Filing Fee	\$ 10.00
Filing Tax	\$100.00
Total	\$110.00
- TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State  
PO Box 11350  
Columbia SC 29211

EXHIBIT D  
TERMINATION OF EASEMENT

# Darlington County Recording Page

Darlington Clerk of Court / ROD

Scott B. Suggs

Darlington County Courthouse

1 Public Square - Room B-4

Darlington, SC 29532

(843) 398-4330

Book : **1112**

Page : **9046**

On (Recorded Date) : **1/16/2024**

At (Recorded Time) : **4:56:03 PM**

Recording Pages : **3**

Recording Fee : **\$25.00**

**Please keep this Cover Page with the Original Document**

**This sheet is now part of this document, please leave attached.**

Index Type : **DEEDS**

Type of Instrument : **EASEMENTS**

Type of Transaction: **Easement**

First SELLER

ALCO LITE INDUSTRIES LLC

First BUYER

DARLINGTON COUNTY

Received From :  
SIMPLIFILE

Return To :  
SIMPLIFILE

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The attached document including this Cover Page was recorded in the County Recorder's office of  
Darlington County, South Carolina

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Printed on: Tuesday, January 16, 2024 4:56 pm

STATE OF SOUTH CAROLINA            )  
  )  
COUNTY OF DARLINGTON            )     **TERMINATION OF EASEMENT**

**WHEREAS**, the Darlington County, a body politic and corporate and political subdivision of the State of South Carolina (the "County") has executed this Termination of Easement as of December 4, 2023 (The "Termination of Easement"); and

**WHEREAS**, by deed dated November 4, 1997 and recorded in Book D185 at Page 171 in the Darlington County Clerk of Court's Office, ALCO-LITE Industries, LLC and TechnoSteel, LLC conveyed certain property to Darlington County, South Carolina, in connection with a fee-in-lieu of tax transaction (the "Property"); and

**WHEREAS**, by lease dated November 1, 1997 and recorded in Book D185 at Page 177, Grantor leased the Property back to ALCO-LITE Industries, LLC and TechnoSteel, LLC (the "Lease") as provided in the fee-in-lieu of tax transaction; and

**WHEREAS**, pursuant to that certain Deeded Easement dated November 13, 1998 and recorded in Book D221 at page 62 in the Clerk of Court's Office for Darlington County, TechnoSteel, LLC purported to convey to Darlington County a 50'X50' sewer pump station site (the "Pump Station Site") together with a 20-foot easement (the "Easement"); and

**WHEREAS**, by deed dated December 4, 2023 and recorded in Book 1112 at Page 8978 in the Darlington County Clerk of Court's Office, the County deeded the Property back to Sam Carbis Asset Management, LLC, less and except the Pump Station Site; and

**WHEREAS**, the Easement is not necessary to access the Pump Station Site; and

**WHEREAS**, in order to clarify the record, the County desires to terminate the Easement.

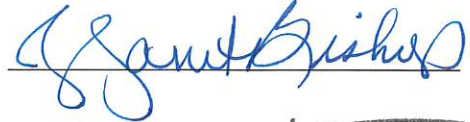

**NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS**, that Darlington County, in consideration of the foregoing premises, together with the sum of THREE DOLLARS (\$3.00) and other good and valuable consideration in hand paid at and before the sealing of these presents, the receipt and sufficiency of which are hereby acknowledged, do hereby for themselves, their successors and assigns, hereby declare the Easement forever terminated and extinguished such that the Property shall be owned, held and conveyed free and clear of the same.


*Signatures to follow*

IN WITNESS WHEREOF, Darlington County, has caused this Termination of Easement to be executed and delivered on this the 4<sup>th</sup> day of December, 2023.

SIGNED sealed and delivered  
in the presence of:

Darlington County


  


By:  (SEAL)  
Printed Name: Bobby Hudson  
Its: Chairman

STATE OF SOUTH CAROLINA    )  
  )  
COUNTY OF DARLINGTON    )

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of December, 2023  
by the Darlington County Council by Bobby Hudson its Chairman.

  
Notary Public for South Carolina  
My Commission Expires: 06/18/2029