

# 804908

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN DIEBOLD, INCORPORATED

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JAN - 5 2017

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

804908

(Document number of corporation (if known))

1. Diebold, Incorporated

(Name of corporation as it appears on the records of the Department of State)

2. Ohio

(Incorporated under laws of)

3. 05/30/1938

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/09/2016

5. Diebold Nixdorf, Incorporated

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kristen Espinales

(Typed or printed name of person signing)

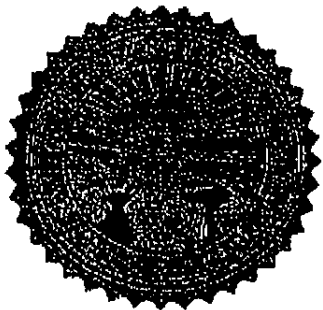
Attorney-in-Fact

(Title of person signing)

111

**UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show a Certificate of Amendment of DIEBOLD, INCORPORATED, an Ohio For Profit Corporation, Charter No. 1276, changing its corporate title to: DIEBOLD NIXDORF, INCORPORATED, was filed in this office on December 09, 2016. Said Corporation, DIEBOLD NIXDORF, INCORPORATED, an Ohio For Profit Corporation, Charter No. 1276, having its principal location in Canton, County of Stark, was incorporated on August 11, 1876, and is in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2016.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE**

*I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of December, A.D. 2016.*

**Ohio Secretary of State**

A handwritten signature in cursive script that reads "Jon Husted".

**Validation Number:**

**201635702336**



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/09/2016	201634400748	AMENDMENT TO ARTICLES (AMD)	50.00	300.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

SQUIRES PATTON BOGGS (US) LLP  
 GENENIA BELLNER  
 41 S. HIGH ST., SUITE 2000  
 COLUMBUS, OH 43215

**STATE OF OHIO  
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
 1276

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**DIEBOLD NIXDORF, INCORPORATED**

and, that said business records show the filing and recording of:

Document(s)  
**AMENDMENT TO ARTICLES**

Document No(s):  
**201634400748**

Effective Date: 12/09/2016



United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the  
 Secretary of State at Columbus, Ohio this  
 9th day of December, A.D. 2016.

*Jon Husted*  
 Ohio Secretary of State

*Jon Husted*

Form 540 Prescribed by:  
**JON HUSTED**  
OHIO SECRETARY OF STATE  
160 East 12th Avenue, Columbus, OH 43260  
Tel: (614) 466-7800 Fax: (614) 466-7801  
www.ohio.gov

Mail this form to one of the following:  
Requesting form outside:  
PO Box 1018  
Columbus, OH 43260  
By mail: Five business days outside Ohio  
(Includes an additional \$100 fee)  
160 East 12th  
Columbus, OH 43260

**Certificate of Amendment**  
**(For-Profit, Domestic Corporation)**  
**Filing Fee: \$50**  
**Form Must Be Typed**

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CLIENT SERVICE CENTER

Check appropriate box:

- Amendment to existing Articles of Incorporation (125-AMDS)
- Amended and Restated Articles (125-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation:

Charter Number:

Check one box below and provide information as required:

- The articles are hereby amended by the Incorporators. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.
- The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)  (In this space insert the number 1 through 10 to provide basis for adoption.)

The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**  
 Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

*Mary M. Swann*  
 Signature

\_\_\_\_\_  
 By (if applicable)

*Mary M. Swann*  
 Print Name

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 By (if applicable)

\_\_\_\_\_  
 Print Name

CHANGE OF CORPORATION NAME

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its shareholders to amend, subject to and contingent upon the consummation of the Tender Offer, Article FIRST of the Corporation's Amended and Restated Articles of Incorporation in accordance with Section 1701.70 of the Ohio Revised Code to read in its entirety as follows (such amendment, the "Name Change"):

"FIRST: The name of the Corporation is Diebold Nixdorf, Incorporated."

NOW, THEREFORE, BE IT RESOLVED, that the Board approves and declares advisable the Name Change, subject to and contingent upon the consummation of the Tender Offer, and authorizes and directs each Authorized Officer, subject to and contingent upon the consummation of the Tender Offer, to take any and all action necessary to effectuate the Name Change, including the filing of a duly executed certificate of amendment to the Corporation's Amended and Restated Articles of Incorporation with the Secretary of State of the State of Ohio in accordance with the provisions of the Ohio Revised Code.