

F14000004419

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

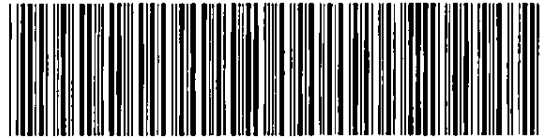
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100426532291

04/01/24 --01010--025 **35.00

DEPT OF STATE
TALLAHASSEE, FL
AM 10:24
D

R. HUNT
04/11/24



Office of the General Counsel

March 4, 2024

**Florida Department of State
Attn. Amendment Section
Division of Corporations
P.O. Box 627
Tallahassee, FL 32314**

Re: Amended Certificate of Authority for Zenner USA, Inc., Entity No. F14000004419

To Whom It May Concern:

Zenner recently changed its state of formation from California to a Texas Corporation. Please find enclosed the application for to file Amendment along with the Texas certified Certificate of Conversion, Certificate of Fact, and filing fees in the amount of \$50.00.

If you have any additional questions or concerns, or need any additional documentation, please contact me at your earliest convenience.

Thank you.

Sincerely,

Joy Atkinson

General Counsel

Minol USA and Zenner USA

15280 Addison Road, Suite 100

Addison, Texas 75001

945.446.5750

jatkinson@minolusa.com | www.zennerusa.com

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
AM 10: 24
ED



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are forms for a change of name, duration, or jurisdiction, for a foreign profit corporation qualified to do business in Florida as required by section 607.1504, Florida Statutes.

- Complete the appropriate application for amendment attached to this letter.
- An original certificate or a document of similar import from the state of incorporation evidencing the amendment must be submitted with the application. The certificate must be issued within the past 90 days.
- Fees for the amendment are:

Filing Fee	\$ 35.00 (Includes a letter of acknowledgment)
Certified Copy (optional)	\$ 8.75
Certificate of Status (optional)	\$ 8.75
- Send one check in the total amount made payable to the Florida Department of State.
- Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL
JUN 10 10:24 AM '03

For further information, you may call (850) 245-6050.

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: ZENNER USA, INC.

Name of Corporation

DOCUMENT NUMBER: F14000004419

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joy Atkinson

Name of Contact Person

Zenner USA, Inc.

Firm/Company

15280 Addison Road Ste 240

Address

Addison, Texas 75001

City/State and Zip Code

jatkinson@minolusa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joy Atkinson

at (945) 4465750

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy
- \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
STATE OF FLORIDA
TALLHASSEE, FL
JAN 10 10:24 AM '09

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)

F14000004419

(Document number of corporation (if known))

1. Zenner USA, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. California (Incorporated under laws of) 3. October 15, 2014 (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? _____
5. _____
(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.

Texas

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

RECEIVED
STATE
OFFICE
TALLAHASSEE, FL
OCT 15 2014
AM 10:24
ED

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

RECEIVED
 DEPARTMENT OF STATE
 TALLAHASSEE, FL
 APR 10 10:24 AM '07

10. 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.

Richard Sanders

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

Richard Sanders

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jane Nelson
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:


Zenner USA, Inc.
Filing Number: 805289190

Certificate of Conversion

October 23, 2023

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 23, 2024.




Jane Nelson
Secretary of State
FEB 23 2024 AM 10:24
ED

**Certificate of Conversion
of a
Foreign Entity to a Texas
Filing Entity**

Converting Entity Information

The converting entity is a foreign corporation and the name of such entity is:
Zenner USA, Inc.

The jurisdiction of formation of the foreign corporation is: California

Plan of Conversion—Alternative Statements

The foreign corporation named above is converting to a Texas corporation. The name of the corporation is:
Zenner USA, Inc.

The corporation will be formed under the laws of : Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the foreign corporation, the converting entity. The address of the principal place of business of the foreign corporation is:

15280 Addison Road, Suite 240 Addison TX US 75001
Street or Mailing Address *City* *State* *Country* *Zip Code*

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

15280 Addison Road, Suite 240 Addison TX US 75001
Street or Mailing Address *City* *State* *Country* *Zip Code*

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

RECEIVED
STATE
OCT 24 10 24
AM 10 24

Certificate of Formation for the Converted Entity

The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the converting entity's governing documents.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 10-20-2023


_____, President
Signature and title of authorized person on behalf of the
converting entity

2023 OCT 21 AM 10:25
STATE
FL
ED

Form 201
(Revised 12/21)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555

Filing Fee: \$300



This space reserved for office use.

**Certificate of Formation
For-Profit Corporation**

Article 1 – Entity Name and Type

The filing entity being formed is a for-profit corporation. The name of the entity is:

Zenner USA, Inc.

The name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation of one of these terms.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

LEGALINC CORPORATE SERVICES INC.

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

10601 Clarence Dr., Suite 250 Frisco TX 75033
Street Address City State Zip Code

Article 3 – Directors

(A minimum of 1 director is required.)

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Director 1				
First Name	M.I.	Last Name	State	Country
Alexander		Lehmann	TX	USA
15280 Addison Road,	Addison		TX	75001
Street or Mailing Address	City		State	Zip Code

2017-11-10 AM 10:25
SECRETARY OF STATE
TAKE SEEN, FL
510

Director 2				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Director 3				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Article 4 – Authorized Shares

(Provide the number of shares in the space below, then select option A or option B. do not select both.)

The total number of shares the corporation is authorized to issue is: 100,000

A. The par value of each of the authorized shares is: _____

OR

B. The shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 – Purpose

The purpose for which the corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.

Initial Mailing Address

(Provide the mailing address to which state franchise tax correspondence should be sent.)

10601 Clarence Dr., Suite 250 Frisco TX 75033 USA
Mailing Address *City* *State* *Zip Code* *Country*

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The entity is formed under a plan of conversion in accordance with BOC § 3.005(8).
 The name of the converting entity is: Zenner USA, Inc.
 Address: 15280 Addison Road, Suite 240, Addison, TX, US, 75001
 Date of Formation: January 2, 2012
 Prior form of Organization: Foreign For-Profit Corporation
 Jurisdiction of formation of the converting entity: California

2012 JAN 11 AM 10:25
 STATE
 SECRETARY

Organizer

The name and address of the organizer:

Rich Sanders

Name

15280 Addison Road, Suite 240

Street or Mailing Address

Addison

City

TX

State

75001

Zip Code

Effectiveness of Filing (Select either A, B, or C.)


- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 10-20-2023



Signature of organizer

Rich Sanders

Printed or typed name of organizer

RECEIVED
STATE OF FLORIDA
TALLAHASSEE, FL
OCT 20 2023
AM 10:25

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jane Nelson
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Zenner USA, Inc. (file number 805289190), a Domestic For-Profit Corporation, was filed in this office on October 23, 2023.

It is further certified that the entity status in Texas is in existence.

2024 FEB 06 AM 10:25
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 06, 2024.



Handwritten signature of Jane Nelson in black ink.

Jane Nelson
Secretary of State