

6/3/2020

Division of Corporations

F1800000003682
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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2020 JUN -3 PM 4:16

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
METSO USA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

2020 JUN -3 AM 9:16
SECRETARY OF STATE
FALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

JUN 04 2020

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)

F18000003682

(Document number of corporation (if known))

METSO USA, INC.

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

2. Nevada _____ 3. August 9, 2018
(Incorporated under laws of) (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.

Delaware

(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)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Secretary	Todd A. Dillmann	20965 Crossroads Circle	Add
		Waukesha, WI 53186	<input checked="" type="checkbox"/> Remove
Secretary	Elizabeth Sitterly	20965 Crossroads Circle	<input checked="" type="checkbox"/> Add
		Waukesha, WI 53186	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			Add
			<input type="checkbox"/> Remove
			Add
			<input type="checkbox"/> Remove

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.

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

Robert M. Wissing

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2020 JUN -3 AM 9:16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METSO USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



7970353 8300

SR# 20205481912

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 203041617

Date: 06-03-20

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "METSO OUTOTEC USA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FOURTEENTH DAY OF MAY, A.D. 2020, AT 1:08 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIFTEENTH DAY OF MAY, A.D. 2020.

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF MAY, A.D. 2020, AT 1:08 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIFTEENTH DAY OF MAY, A.D. 2020.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

7970353 8100H
SR# 20206306406

Authentication: 203311312
Date: 07-20-20

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "METSO USA, INC." TO "METSO OUTOTEC USA INC.", FILED THE SIXTH DAY OF JULY, A.D. 2020, AT 5:46 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SIXTEENTH DAY OF JULY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "METSO OUTOTEC USA INC.".




Jeffrey W. Bullock, Secretary of State

7970353 8100H
SR# 20206306406

Authentication: 203311312
Date: 07-20-20

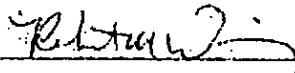
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State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 05/14/2020
FILED 01:08 PM 05/14/2020
SR 20203905343 File Number 7970353

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is NEVADA.
- 2.) The jurisdiction immediately prior to filing this Certificate is NEVADA.
- 3.) The date the Non-Delaware Corporation first formed is December 31, 1992.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is METSO USA, INC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is METSO USA, INC.
- 6.) The Conversion shall be effective on May 15, 2020.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 13th day of May, A.D. 2020.

By: 

Name: Robert M. Wissing
Print or Type

Title: President
Print or Type

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:08 PM 05/14/2020
 FILED 01:08 PM 05/14/2020
 SR 20203905343 File Number 7970353

**STATE of DELAWARE
 CERTIFICATE of INCORPORATION
 A STOCK CORPORATION**

First: The name of this Corporation is **METSO USA, INC.**

Second: Its registered office in the State of Delaware is to be located at:

Corporation Trust Center
 1209 Orange Street
 Wilmington, Delaware 19801
 New Castle County

The registered agent in charge thereof is The Corporation Trust Company.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The amount of the total stock of this corporation is authorized to issue is Ten Thousand shares (10,000 authorized shares) with a par value of One dollar (\$1.00) per share.

Fifth: The name and mailing address of the incorporator are as follows:

Robert M. Wissing
 20965 Crossroads Circle
 Waukesha, WI 53186

Sixth: The effective date of the incorporation shall be May 15, 2020.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 13th day of May, 2020.

BY: Robert M. Wissing
 NAME: Robert M. Wissing
 (Incorporator)

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:46 PM 07/06/2020
FILED 05:46 PM 07/06/2020
SR 20206082211 File Number: 7970353

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
METSO USA, INC.**

METSO USA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of METSO USA, INC. be amended by changing the FIRST Article thereof so that, as amended, said Article shall be and read as follows:

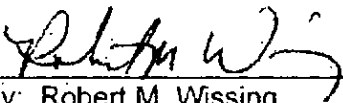
FIRST: The name of the Corporation (hereinafter the Corporation) is: **METSO OUTOTEC USA INC.**

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on July 16, 2020.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Robert M. Wissing, its President, this 6th day of July 2020.


By: Robert M. Wissing
President