F19000001978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Copies ______ Certificates of Status ______

Instructions to Filing Officer

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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Date: 03/16/2023

Name: **Marcel Ogbonna-Amu**

Reference #: **1935259**

Entity Name: **EUROFINS MTS CONSUMER PRODUCT TESTING US, INC.**

- [ ] Articles of Incorporation/Authorization to Transact Business
- [x] Amendment
- [ ] Change of Agent
- [ ] Reinstatement
- [ ] Conversion
- [ ] Merger
- [ ] Dissolution/Withdrawal
- [ ] Fictitious Name
- [ ] Other ______

ANY ISSUES, CALL MARCEL:

(518) 213 - 0826

Thank you!

Authorized Amount: **$35.00**

Signature: Marcel Ogbonna-Amu

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: EUROFINS PRODUCT TESTING US INC.

Name of Corporation

DOCUMENT NUMBER: F19000001978

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bethany Brenner

Name of Contact Person

Eurofins NSC US, Inc.

Firm/Company

343 West Main St.

Address

Leola, PA 17540

City/State and Zip Code

US_Legal@eurofinsus.com

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

For further information concerning this matter, please call:

Bethany Brenner at (717) 556-3137

Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- [X] $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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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)

F19000001978
(Document number of corporation (if known))

1. EUROFINS PRODUCT TESTING US INC.
(Name of corporation as it appears on the records of the Department of State)

2. DE
(Incorporated under laws of)

3. 4/23/2019
(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? 1/1/2023

5. EUROFINS MTS CONSUMER PRODUCT TESTING US, INC.
(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)

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TALLAHASSEE, FLORIDA

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

____
(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

DocuSign Envelope ID: 946BF4FC-8579-4D2B-94AF-710403787FC4

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

Title/ Capacity	Name	Address	Type of Action
______	______	______	☐Add
		______	☐Remove
______	______	______	☐Add
		______	☐Remove
______	______	______	☐Add
		______	☐Remove
______	______	______	☐Add
		______	☐Remove
______	______	______	☐Add
		______	☐Remove

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2023 MAR 17 AM 9: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DocuSigned by:
Douglas Oh
5D61CE988180401...

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

Douglas Oh
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE $35.00

Delaware

The First State

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 "EUROFINS MTS CONSUMER PRODUCT TESTING US, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF FEBRUARY, A.D. 2015, AT 1:18 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "EUROFINS MTS CONSUMER PRODUCTS US, INC." TO "EUROFINS MTS CONSUMER PRODUCT TESTING US, INC.", FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2022, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2023.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "EUROFINS PRODUCT TESTING US INC." TO "EUROFINS MTS CONSUMER PRODUCTS US,

Jeffrey W. Bullock, Secretary of State

5690453 8100H
SR# 20231027039

Authentication: 202934915
Date: 03-16-23

INC.", FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2022, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2023.

CERTIFICATE OF CORRECTION, FILED THE FOURTH DAY OF JANUARY, A.D. 2023, AT 3:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "EUROFINS MTS CONSUMER PRODUCT TESTING US, INC.".

Jeffrey W. Bullock, Secretary of State

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 02/10/2015
FILED 01:18 PM 02/10/2015
SRV 150173699 - 5690453 FILE

CERTIFICATE OF INCORPORATION
OF
EUROFINS PRODUCT TESTING US INC.

The undersigned, being of full age, for the purpose of forming a corporation under and pursuant to the Delaware General Corporation Law, as amended hereby adopts the following Certificate of Incorporation:

FIRST: The name of the Corporation is Eurofins Product Testing US Inc.

SECOND: The address of its registered office in the State of Delaware is 615 S. Dupont Highway, Dover, Kent County, Delaware 19901. The name of its registered agent at such address is National Corporate Research, Ltd.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000), all of which shares shall be common stock, no par value (hereinafter referred to as the "Common Stock").

Each share of Common Stock shall be equal in all respects to every other share of the Common Stock of the Corporation.

FIFTH: The name and mailing address of the sole incorporator (hereinafter referred to as the "Sole Incorporator") is as follows:

NAME	MAILING ADDRESS
Julie A. Taylor	Fredrikson & Byron, P.A. 200 South Sixth Street Suite 4000 Minneapolis, Minnesota 55402-1425

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

EIGHTH: The following provisions are for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

II. The Board of Directors shall consist of not less than one nor more than ten directors, the exact number of directors to be determined from time to time in accordance with the By-Laws.

III. Election of directors need not be by written ballot unless the By-Laws so provide.

IV. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide.

V. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

NINTH:

I. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Delaware General Corporation Law (the "DGCL") as in effect at the time such liability is determined. If the DGCL is amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended DGCL. Any repeal or modification of this Article NINTH shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation, permitted by the DGCL, existing at the time of such repeal or modification.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[Signature page follows]

THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has hereunto set her hand this 10th day of February, 2015.

Julie A. Taylor

Julie A. Taylor
Sole Incorporator

52575868

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
EUROFINS MTS CONSUMER PRODUCT TESTING US, LLC INTO
EUROFINS PRODUCT TESTING US INC.

Pursuant to Title 8, Section 264(c) of the Delaware Limited Liability Company Act, the undersigned surviving corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Eurofins Product Testing US Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Eurofins MTS Consumer Product Testing US, LLC, a Massachusetts limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The certificate of incorporation of the surviving corporation shall be its certificate of incorporation, provided, that the certificate of incorporation be amended as a result of the merger and the name of the surviving corporation be changed to "Eurofins MTS Consumer Products US, Inc." as of the effective time of the merger.

FOURTH: The merger is to become effective on January 1, 2023.

FIFTH: The Agreement of Merger is on file at 11822 North Creek Parkway N, Suite 109 and 110 Bothell, WA 98011, the place of business of the surviving corporation.

SIXTH: A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its authorized officer this 19th day of December, A.D. 2023.

Eurofins Product Testing US Inc.

DocuSigned by:
By: Guido De Santis
Authorized Officer

Name: Guido De Santis
Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:27 AM 12/30/2022
FILED 10:27 AM 12/30/2022
SR 20224414588 - File Number 5690453