

FDZ0000003926

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

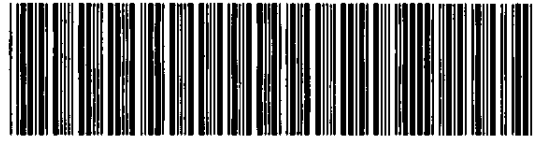
(Business Entity Name)

(Document Number)

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FILED
DEPARTMENT OF STATE
14 APR 16 PM 4: 01

Namech
@ 4.14.14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: D+H USA Corporation
Name of Corporation

DOCUMENT NUMBER: F02000003926

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy Boesch

Name of Contact Person

D+H USA Corporation

Firm/Company

400 SW Sixth Avenue, Suite 200

Address

Portland, OR 97204

City/State and Zip Code

nancy.boesch@dh.com

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

For further information concerning this matter, please call:

Nancy Boesch

Name of Contact Person

at (**503**) **274-7280 x2076**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



April 9, 2014

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: 1) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; and 2) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida

Ladies & Gentlemen:

Enclosed is a copy of your letter dated March 4, 2014, your reference #F02000003926, in which you indicate that you cannot process our application to change our name from "Harland Financial Solutions, Inc." to "D+H USA Corporation" because it is indistinguishable from an existing registration, "D+H USA Inc." D+H USA Inc., #F01000006499, is under common ownership with "D+H USA Corporation," f/k/a Harland Financial Solutions Inc., and, in review, we have determined that D+H USA Inc. is no longer required to be qualified to do business in Florida. Therefore, we have prepared and enclosed a duly authorized "Application for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida" for D+H USA Inc., along with a check for \$43.75.

Once D+H USA Inc. has been withdrawn, we assume there is no further objection to completing our application to change our name from "Harland Financial Solutions, Inc." to "D+H USA Corporation," and we are re-submitting that application for processing.

If you have any questions, please feel free to contact me at (800) 274-7280, x2076, or via email at nancy.boesch@dh.com.

Sincerely,

A handwritten signature in cursive script that reads "Nancy Boesch".

Nancy Boesch
Corporate Legal Department

/nb
Enclosures as stated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2014

NANCY BOESCH
HARDLAND FINANCIAL SOLUTIONS, INC.
400 SW SIXTH AVE - STE. 200
PORTLAND, OR 97204

SUBJECT: HARLAND FINANCIAL SOLUTIONS, INC.
Ref. Number: F02000003926

We have received your document for HARLAND FINANCIAL SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is F01000006499 - D+H USA INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 514A00004693

RECEIVED
14 APR 16 AM 8:18
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
605 N. GULF BLVD.
TALLAHASSEE, FL 32304

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)

F02000003926

(Document number of corporation (if known))

1. Harland Financial Solutions, Inc.

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

2. Oregon

(Incorporated under laws of)

3. 08/01/2002

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
14 APR 16 PM 4:01

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? 01/01/2014

5. D+H USA Corporation

(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.

Keith M. Rabenold

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

Keith M. Rabenold

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

D+H USA CORPORATION

was

incorporated

under the Oregon

Business Corporation Act

on

March 6, 1978

*and is active on the records of the Corporation Division as of
the date of this certificate.*



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

A handwritten signature in black ink, appearing to read "Kate Brown".

KATE BROWN, Secretary of State

February 11, 2014

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, *KATE BROWN*, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of Merger

filed on

December 20, 2013

with a stated effective date of

January 1, 2014

for

COMPUSHARE, INC.

&

D+H USA HOLDINGS CORPORATION

corporations not of record in Oregon.

merging with and into

HARLAND FINANCIAL SOLUTIONS, INC.

I further certify that

HARLAND FINANCIAL SOLUTIONS, INC.

changing the name to

D+H USA CORPORATION

is a true copy of the original document

that has been filed with this office.

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*



A handwritten signature in black ink, appearing to read "Kate Brown".

KATE BROWN, Secretary of State

February 11, 2014

ARTICLES OF MERGER

FILED

DEC 20 2013

OREGON
SECRETARY OF STATE

ARTICLE 1
Merging Business Entities

The merging business entities are Harland Financial Solutions, Inc., an Oregon corporation, Compushare, Inc., a California corporation, and D+H USA Holdings Corporation, a Delaware corporation.

ARTICLE 2
Surviving Business Entity

The surviving business entity is Harland Financial Solutions, Inc., an Oregon corporation.

ARTICLE 3
Plan of Merger

The plan of merger is attached as Exhibit A.

ARTICLE 4
Approval

4.1 **Surviving Business Entity.** The plan of merger was approved by the shareholders of Harland Financial Solutions, Inc as follows:

Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	101	101	101	0

4.2 **Nonsurviving Business Entities.**

(a) The plan of merger was approved by the shareholders of Compushare, Inc. as follows:

Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	1,026,079	1,026,079	1,026,079	0

(b) The plan of merger was approved by the shareholders of D+H USA Holdings Corporation as follows:

Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	3,500	3,500	3,500	0

D+H USA CORPORATION



VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

ARTICLE 5
Effective time and date

These articles of merger will become effective at 12:02 a.m. Eastern Standard Time on January 1, 2014.

Dated: December 20, 2013

HARLAND FINANCIAL SOLUTIONS, INC.,
an Oregon corporation

By: _____
Name: Gerard Schmid
Title: Chief Executive Officer

Person to contact about this filing: JoDee Keegan
Daytime phone number: 503-417-5472

**EXHIBIT A
Plan of Merger**

(See attached)

PLAN OF MERGER

This Plan of Merger sets forth the terms and conditions under which Compushare, Inc., a California corporation ("Compushare"), and D+H USA Holdings Corporation, a Delaware corporation ("D+H USA HC"), will merge with and into Harland Financial Solutions, Inc., an Oregon corporation ("Surviving Corporation").

Section 1. DEFINITIONS

"Effective Date" means January 1, 2014.

"Effective Time" means the effective time of the merger which is 12:02 a.m. Eastern Standard Time on the Effective Date.

"Nonsurviving Corporations" means D+H USA HC and Compushare.

"Parent Corporation" means D+H USA Inc., a Delaware corporation.

Section 2. MERGING CORPORATIONS

The merging corporations will be:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
Harland Financial Solutions, Inc.	Oregon	Corporation
Compushare, Inc.	California	Corporation
D+H USA Holdings Corporation	Delaware	Corporation

Section 3. SURVIVING CORPORATION

The surviving corporation will be Harland Financial Solutions, Inc., an Oregon corporation.

Section 4. MATERIAL TERMS AND CONDITIONS

4.1 Merger. At the Effective Time, Compushare and D+H USA HC will merge with and into Surviving Corporation, and the separate existence of both Compushare and D+H USA HC will cease.

4.2 Articles of Incorporation. The articles of incorporation of Surviving Corporation before the Effective Time, as amended by the amendments set forth on Schedule 4.2, will continue to be the articles of incorporation of Surviving Corporation after the Effective Time. At the Effective Time, the name of the Surviving Corporation shall be changed to D+H USA Corporation, as set forth in the attached Amended and Restated Articles of Incorporation.

4.3 Bylaws. The bylaws of Surviving Corporation before the Effective Time will continue to be the bylaws of Surviving Corporation after the Effective Time.

4.4 Directors. The directors of Surviving Corporation before the Effective Time will continue to be the directors of Surviving Corporation after the Effective Time.

4.5 **Officers.** The officers of Surviving Corporation before the Effective Time will continue to be the officers of Surviving Corporation after the Effective Time.

Section 5. CONVERSION OF SHARES

5.1 **Compshare Conversion and Cancellation.** As of the Effective Time, one million twenty-six thousand seventy-nine (1,026,079) shares of common stock of Compshare will be converted into three (3) shares of common stock of Surviving Corporation.

5.2 **D+H USA HC Conversion and Cancellation.** As of the Effective Time, three thousand five hundred (3,500) shares of common stock of D+H USA HC will be converted into thirty (30) shares of common stock of Surviving Corporation.

5.3 **No Fractional Shares.** No fractional shares will result from the merger.

Section 6. ABANDONMENT

At any time before the Effective Time, this Plan of Merger may be abandoned by the board of directors of Surviving Corporation.

[Signature page follows]

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

Dated: December 20, 2013

SURVIVING CORPORATION:

Harland Financial Solutions, Inc.,
an Oregon corporation

By: [Signature]
Name: Gerard Schmid
Title: Chief Executive Officer

NONSURVIVING CORPORATIONS:

Compushare, Inc.,
a California corporation

By: [Signature]
Name: Gerard Schmid
Title: Executive Vice President

D+H USA Holdings Corporation,
a Delaware corporation

By: [Signature]
Name: William Neville
Title: President

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

SCHEDULE 4.2

Articles of Incorporation

The Articles of Incorporation of Harland Financial Solutions, Inc. are hereby amended and restated in their entirety as follows:

(See attached Amended and Restated Articles of Incorporation)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
D+H USA CORPORATION**

Pursuant to ORS 60.451, these Amended and Restated Articles of Incorporation supersede the existing Restated Articles of Incorporation of Harland Financial Solutions, Inc. (the "Corporation")

**ARTICLE I
Name**

The name of the Corporation is D+H USA Corporation, and its duration shall be perpetual.

**ARTICLE II
Authorized Shares**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with no par value.

**ARTICLE III
Liability**

A director shall have no personal liability to the Corporation or its stockholders for monetary damages for conduct as a director except for:

1. Any breach of the director's duty of loyalty to the Corporation or its stockholders;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution under Oregon law;
4. Any transaction from which the director derived an improper personal benefit; and
5. Any act or omission occurring prior to the date that this Article becomes effective.

**ARTICLE IV
Indemnification**

1. **Indemnification.** The Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director or officer of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

2. **Advance for Expenses.** The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED