

Division of Corporations

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327660

Florida Department of State
Division of Corporations
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
ARTESYN TECHNOLOGIES, INC.

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Corporate Filing Menu

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NOV 25 2013

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Artesyn Technologies, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Sally Ward
Contact Person

Artesyn Technologies, Inc.
Firm/Company

c/o 360 North Crescent Drive, South Building
Address

Beverly Hills, CA 90210
City/State and Zip Code

sward@platinumequity.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sally Ward
Name of Contact Person

At (310) 712-1850
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Artesyn Technologies, Inc.</u>	<u>Florida</u>	<u>327660</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Artesyn Escrow, Inc.</u>	<u>Delaware</u>	<u>5395468</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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DIVISION OF CORPORATIONS

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 22, 2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 22, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Artesyn Technologies, Inc.



Eva M. Kalawski, Vice President and Secretary

Artesyn Escrow, Inc.



Eva M. Kalawski, Vice President and Secretary

AGREEMENT AND PLAN OF MERGER

OF

ARTESYN TECHNOLOGIES, INC.

AND

ARTESYN ESCROW, INC.

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of November 22, 2013, between Artesyn Technologies, Inc., a Florida corporation ("Artesyn"), and Artesyn Escrow, Inc., a Delaware corporation ("Escrow Issuer"), is made pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Sections 1101 – 1107 of the Florida Statutes (the "FS").

WITNESSETH:

WHEREAS, Artesyn is a corporation duly organized and in good standing under the laws of the State of Florida;

WHEREAS, Escrow Issuer is a corporation duly organized and in good standing under the laws of the State of Delaware;

WHEREAS, the Board of Directors of Escrow Issuer (i) has determined that it is advisable and in the best interests of Escrow Issuer to merge with and into Artesyn upon the terms and subject to the conditions herein provided, (ii) has approved the Merger (as defined below) and adopted this Merger Agreement and (iii) has recommended approval of the Merger to the sole stockholder of Escrow Issuer;

WHEREAS, the sole stockholder of Escrow Issuer has approved the Merger (as defined below) and adopted this Merger Agreement;

WHEREAS, the Board of Directors of Artesyn has determined that it is advisable and in the best interests of Artesyn that Escrow Issuer merge with and into Artesyn upon the terms and subject to the conditions herein provided;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Artesyn and Escrow Issuer agree as follows:

ARTICLE 1: Merger. Upon the filing of the Articles of Merger with Department of State of Florida (the "Effective Time"), Escrow Issuer shall be merged (the "Merger") with and into Artesyn, and Artesyn shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation").

ARTICLE 2: Directors, Officers and Governing Documents. The directors of Artesyn immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time. The officers of Artesyn immediately prior to the

Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time. These officers and directors shall hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation. The Articles of Incorporation of Artesyn, as in effect immediately prior to the Effective Time, shall be amended and restated in its entirety as set forth in Exhibit A attached hereto and shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time. The By-laws of Artesyn, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation from and after the Effective Time.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: Artesyn Technologies, Inc.

ARTICLE 4: Effect of Merger on Shares of Stock of Escrow Issuer. At the Effective Time, each issued and outstanding share of stock of Escrow Issuer shall be canceled, without the payment of consideration therefor.


ARTICLE 5: Effect of the Merger. At the Effective Time all the property, rights, privileges, powers and franchises of Artesyn and Escrow Issuer shall vest in the Surviving Corporation, and all debts, liabilities and duties of Artesyn and Escrow Issuer shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Escrow Issuer such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Escrow Issuer, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Escrow Issuer, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

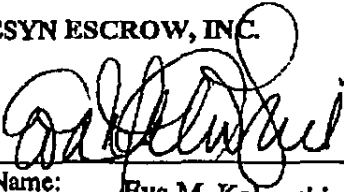
[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

ARTESYN TECHNOLOGIES, INC.

By: 
Name: Eva M. Kalawski
Title: Vice President & Secretary

ARTESYN ESCROW, INC.

By: 
Name: Eva M. Kalawski
Title: Vice President & Secretary

11/22/2013 15:49:20 From: To: 8506176380

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Exhibit A

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EXHIBIT A

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARTESYN TECHNOLOGIES, INC.**

Pursuant to Section 607.1101 and 607.1106 of the Florida Business Corporation Act, the Articles of Incorporation of Artesyn Technologies, Inc. (hereinafter called the "Corporation") are hereby amended and restated in their entirety as set forth below:

**ARTICLE I
NAME**

The name of the corporation is Artesyn Technologies, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5810 Van Allen Way, Carlsbad, CA, 92008, or any other location as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to transact any lawful business.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, par value \$0.01 per share, of common stock (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road Plantation, Florida 33324. The name of the Corporation's registered agent at such address is C T Corporation System.

ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its officers or directors to the full extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the Vice President and Secretary of the Corporation has executed these Articles of Incorporation this ___ day of November, 2013.

ARTESYN TECHNOLOGIES, INC.

By: _____
Eva M. Kalawski
Vice President and Secretary