

548754

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

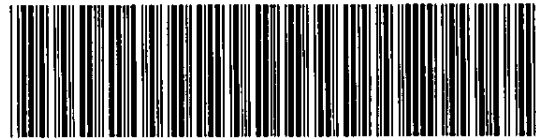
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100274807701

merged

8-3-15

RECEIVED
DEPARTMENT OF
JUL 29 PM 4:36
TO ADMINISTRATIVE
SUFFICIENT FOR FILING

FILED
JUL 29 PM 4:50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

JUL 30 2015
A RAMSEY

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 7/29/15

NAME: ROEHRIG ENGINEERING, INC.

TYPE OF FILING: MERGER

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Attoche

8-3-15

FILED

2015 JUL 29 PM 4:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
ROEHRIG ENGINEERING, INC.
(a Florida Corporation)

INTO

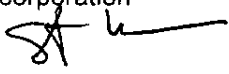
MTS SYSTEMS CORPORATION
(a Minnesota Corporation)

Pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act (the "Florida Act") and Sections 302A.601, et. seq., of the Minnesota Business Corporation Act (the "Minnesota Act"), the undersigned corporations do hereby adopt and verify the following Articles of Merger:

1. MTS Systems Corporation, a Minnesota corporation (the "Surviving Corporation"), owns 100% of the issued and outstanding stock of Roehrig Engineering, Inc., a Florida corporation (the "Merged Corporation").
2. The Surviving Corporation desires to merge the Merged Corporation with and into the Surviving Corporation (the "Merger") pursuant to the Plan of Merger attached as Exhibit A hereto (the "Plan of Merger").
3. The Plan of Merger was approved by the Board of Directors of the Surviving Corporation pursuant to Section 302A.621 of the Minnesota Act and Section 607.1104 of the Florida Act on July 27, 2015.
4. Pursuant to Section 607.1104 of the Florida Act, approval of the Merger by the shareholders of the Merged Corporation is not required.
5. Pursuant to Section 302A.621 of the Minnesota Act, approval of the Merger by the shareholders of the Surviving Corporation is not required.
6. The Merger shall be effective on August 3, 2015.

Signed this 27th day of July, 2015.

ROEHRIG ENGINEERING, INC.
a Florida corporation

By: 
Name: Steven G. Mahon
Title: Vice President

MTS SYSTEMS CORPORATION
a Minnesota corporation

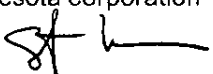
By: 
Name: Steven G. Mahon
Title: SVP, General Counsel and Corporate Secretary

EXHIBIT A
Plan of Merger

PLAN OF MERGER
OF
ROEHRIG ENGINEERING, INC.
(a Florida Corporation)
INTO
MTS SYSTEMS CORPORATION
(a Minnesota Corporation)

This Plan of Merger, is made and entered into this 27th day of July, 2015, by and between Roehrig Engineering, Inc., a Florida corporation (the "**Merged Corporation**"), and MTS Systems Corporation, a Minnesota corporation (the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Surviving Corporation owns 100% of the issued and outstanding stock of the Merged Corporation; and

WHEREAS, the Board of Directors of the Surviving Corporation deems it advisable and in the best interests of the Surviving Corporation and the Merged Corporation to merge the Merged Corporation with and into the Surviving Corporation (the "**Merger**") pursuant to this Plan of Merger and Sections 302A.601 et. seq. of the Minnesota Business Corporation Act and Section 607.1101 et. seq. of the Florida Business Corporation Act (the "**Florida Act**");

NOW, THEREFORE, it is hereby agreed by and between the undersigned that, effective as of August 3, 2015 (the "**Effective Date**"), the Merged Corporation shall be merged with and into the Surviving Corporation according to the following terms and conditions:

1. For purposes of Section 607.1104(1)(b), the name of the parent is MTS Systems Corporation and the name of the subsidiary is Roehrig Engineering, Inc.

2. Effective as of the Effective Date, the Merged Corporation is hereby merged with and into the Surviving Corporation, and the name of the continuing corporation shall be MTS Systems Corporation.

3. Upon the Effective Date, each share of the issued and outstanding stock of the Merged Corporation shall be cancelled. All shares of stock of the Surviving Corporation which are outstanding immediately prior to the Effective Date shall remain outstanding immediately after the Effective Date as identical shares of the Surviving Corporation.

4. Upon the Effective Date, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall thereupon continue its corporate existence and possess all the rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities and duties of the Merged Corporation, and all the property, real, personal and mixed, all debts due to the Merged Corporation in whatever account, all choses in action, and all other property and

interest belonging to the Merged Corporation shall be and becomes the property of the Surviving Corporation; all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved and unimpaired, and all debts, liabilities and duties of the Merged Corporation shall thereafter attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

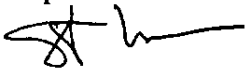
5. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. The officers and directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the officers and directors of the Surviving Corporation immediately after the Merger, and until the next election of the officers and directors of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

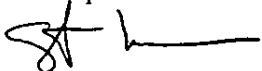
7. The Surviving Corporation shall pay to the shareholders of the Merged Corporation who, but for the application of Section 607.1104 of the Florida Act, would be entitled to vote on the Merger, and who dissent from the Merger pursuant to Section 607.1321 of the Florida Act, the amount, if any, to which they are entitled under the provisions of the Florida Act relating to appraisal rights, provided that such shareholders comply with the provisions of the Florida Act relating to appraisal rights.

IN WITNESS WHEREOF, each of the parties hereto has executed this Plan of Merger as of the day and year first written above.

ROEHRIG ENGINEERING, INC.
a Florida corporation

By: 
Name: Steven G. Mahon
Title: Vice President

MTS SYSTEMS CORPORATION
a Minnesota corporation

By: 
Name: Steven G. Mahon
Title: SVP, General Counsel and Corporate Secretary