

843777

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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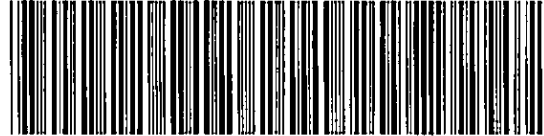
(Business Entity Name)

(Document Number)

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DEC 13 AM 10:34

DEC 14 2017

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December 5, 2017

Delivery via FEDEX #7708 9451 1024

Delivery via Federal Express  
Florida Department of State  
Amendment Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

2017 DEC 13 AM 10:31

**Re: Merger of Andritz Iggesund Tools Inc., a Florida corporation, into Andritz Inc., a Georgia corporation**

Dear Sir or Madam:

Regarding the above reference, attached you will find a check number #215363 dated December 4, 2017 in the amount of \$105.00 covering the following:

- Original Articles of Merger w/original Plan of Merger attached; a filing fee for both totaling \$70.00;
- Four (4) copies of the Articles of Merger with the Plan of Merger attached to be certified (4 X \$8.75 = \$35.00); and
- Enclosed you will find a cover letter directing the manner to return of the certified copies.

Thank you in advance. If you have any further questions, please call me at 770-640-2620.

Sincerely,

Keith Toney  
Corporate Compliance Paralegal

**COVER LETTER**

RECEIVED  
DEC 13 AM 10:33

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Andritz 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:

Deborah B. Zink

\_\_\_\_\_  
Contact Person

Andritz (USA) Inc.

\_\_\_\_\_  
Firm/Company

5405 Windward Parkway, Suite 100W

\_\_\_\_\_  
Address

Alpharetta, GA 30004

\_\_\_\_\_  
City/State and Zip Code

deborah.zink@andritz.com

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

For further information concerning this matter, please call:

Deborah B. Zink

\_\_\_\_\_  
Name of Contact Person

At ( 770 ) 640-2591

\_\_\_\_\_  
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)

RECEIVED  
DEC 13 2017  
AM 10:35

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)
Andritz Inc.	Georgia	14917778 <b>843777</b>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Andritz Iggesund Tools Inc.	Florida	P12000049423

**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** 12 31 17 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
November 16, 2017 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
November 16, 2017 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

Andritz Inc.

Timothy J Ryan

Timothy J. Ryan, President

Andritz Iggesund Tools Inc.

Timothy Ryan

Timothy J. Ryan, Director

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger"), dated as of November 17, 2017, is between Andritz Inc., a Georgia corporation ("Andritz"), and Andritz Iggesund Tools Inc., a Florida corporation ("Iggesund") (collectively "Constituent Corporations").

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and for the benefit of the Constituent Corporations and their respective shareholders that Iggesund merge with and into Andritz pursuant to the terms of the this Plan of Merger and in accordance with applicable provisions of the Georgia Business Corporation Code (the "Georgia Code") and of Florida Statutes (the "Florida Laws");

**WHEREAS**, Andritz is the owner of one hundred percent (100%) of the outstanding shares of voting common stock of Iggesund;

**WHEREAS**, the Boards of Directors of each of the Constituent Corporations desire that Iggesund be merged into Andritz and have approved such merger of Iggesund into Andritz by unanimous written consents;

**WHEREAS**, the Constituent Corporations have agreed to execute this Plan of Merger and to file with the Secretary of State of Georgia a Certificate of Merger and with the Florida Department of State Articles of Merger with respect to the same, as provided pursuant to applicable provisions of the Georgia Code and the Florida Laws.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained, the Constituent Corporations hereby agree as follows:

1. The Merger. In accordance with this Plan of Merger and the Georgia Code and Florida Laws, Iggesund shall be merged (such merger being herein referred to as the "Merger") with and into Andritz effective as of 11:59pm on December 31, 2017 (the "Effective Time"), the separate existence of Iggesund shall cease as of the Effective Time, and Andritz shall continue as the surviving corporation. Andritz hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Andritz Inc."; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing (i) a Certificate of Merger with the Secretary of State of Georgia and (ii) Articles of Merger with the Florida Department of State with respect to this Plan of Merger in such forms as required by, and executed in accordance with, the applicable provisions of the Georgia Code and the Florida Laws, providing for the merger to be effective as of the Effective Time.

4. Articles of Incorporation, Bylaws and Directors and Officers. The Articles of Incorporation and bylaws of Andritz in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation and bylaws of Andritz upon and following the merger. The members of the Board of Directors and officers of Andritz immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the bylaws of the Surviving Corporation, or until their respective successors are elected or appointed and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Andritz, Iggesund or the holder of any of the shares (the "Shares") of capital stock of the Constituent Corporations:

(a) Each Share of each class or series of capital stock of Andritz issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of Andritz, held by the person or entity who was the holder of such share of capital stock of Andritz immediately prior to the Merger.

(b) Each Share of capital stock of Iggesund issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued to its sole shareholder in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever that obligates or may obligate Andritz to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of Andritz and Iggesund shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Georgia Code, the Florida Laws, or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized, in the name of either Andritz or Iggesund, to take all such lawful and necessary actions.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first above written.

ANDRITZ INC.

By: Timothy J. Ryan

Title: PRESIDENT

ANDRITZ IGGESUND TOOLS INC.

By: [Signature]

Title: Chairman