

**848759**  
Division of Corporations  
**Florida Department of State**  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
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15 DEC 15 AM 9:43

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**MERGER OR SHARE EXCHANGE**

**Moog Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

**EFFECTIVE DATE**  
**1-1-2016**

DEC 16 2015

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## 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)
Moog Inc.	New York	848759

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
Moog Techtron Corp.	Florida	P07000096191	1-1-2016

**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** 01 / 01 / 2016 (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, 2015 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, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

6:41.

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Moog Techtron Corp.**

Christopher A. Head, Secretary

**Moog Inc.**

**Christopher A. Head, Assistant Secretary**

DECEMBER 15, 2015

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Moog Inc.	New York

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Moog Techtron Corp.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger.

*(Attach additional sheets if necessary)*

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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**AGREEMENT AND PLAN OF MERGER**

**MOOG TECHTRON CORP.**  
**(a Florida corporation)**

**INTO**

**MOOG INC.**  
**(a New York corporation)**

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Pursuant to the Business Corporation Law of the State of New York and  
the Business Corporation Act of the State of Florida

This Agreement and Plan of Merger, dated November 16, 2015, has been adopted by at  
least a majority of the board of directors entitled to vote at a meeting of the directors of Moog Inc., a  
New York corporation ("Moog") and the Board of Directors of Moog Techtron Corp., a Florida  
corporation ("Techtron"), pursuant to Section 905 of the Business Corporation Law of the State of New  
York and Section 607.1104 of the Business Corporation Act of the State of Florida:

1. Names of Constituent Corporations:
  - (a) The names of the constituent corporations are Moog Techtron Corp., a Florida corporation and Moog Inc., a New York corporation originally formed under the name Moog Valve Co. Inc.
  - (b) The name of the surviving corporation is Moog Inc.
2. Effective Date. The effective date of the merger of Techtron into Moog (the "Merger") will be January 1, 2016 (the "Effective Date").
3. Merger. On the Effective Date, Techtron will be merged with and into Moog, and Moog will continue to be governed by the laws of the State of New York, and the separate corporate existence of Techtron will thereupon cease. The Merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York and the Business Corporation Act of the State of Florida.

4. Issued and Outstanding Stock.

- (a) The designation and number of outstanding shares of each class of stock of Techtron is 100 shares of common stock, with a par value of \$1.00 per share, all of which are entitled to vote and all of which are owned by Moog. The number of shares is not subject to change prior to the Effective Date.
- (b) The designation and number of outstanding shares of each class of stock of Moog are 43,638,618 common shares, with \$1.00 par value per share ("Class A") and 7,641,095 common shares, with \$1.00 par value per share ("Class B"); all the Class A and Class B common shares are entitled to vote. Except for adjustments to the capital account in the ordinary course of business, these numbers of shares are not subject to change prior to the Effective Date.

5. Cancellation of Stock.

- (a) Upon the Effective Date, each issued and outstanding common share of stock of Techtron will be cancelled and cease to exist without any consideration being paid to the sole shareholder in respect thereof.
- (b) Upon the Effective date, each issued and outstanding Class A and Class B common share of Moog will remain unchanged, except as noted in 4.(b) above.

6. Certificate of Incorporation. On the Effective Date, the Certificate of Incorporation of Moog, as in effect immediately prior to the Effective Date, will be the Certificate of Incorporation of the surviving corporation.

7. By-laws. On the Effective Date, the by-laws of Moog, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.

8. Directors and Officers.

- (a) The persons who are directors of Moog immediately prior to the Effective Date will, on and after the Effective Date, continue as directors of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.
- (b) The persons who are officers of Moog immediately prior to the Effective Date will, on and after the Effective Date, continue as officers of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

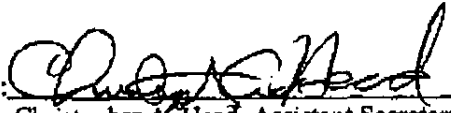
DIVISION OF CORPORATE AFFAIRS

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IN WITNESS WHEREOF, the Assistant Secretary of Moog Inc. has executed this Agreement as of the day and year first above written and hereby affirms, under penalties of perjury, that this Agreement is his act and deed.

MOOG INC.

By:

  
Christopher A. Head, Assistant Secretary