

850943

500002442625--1

Merger name change
filed 4-14-82

9 pgs.

C T CORPORATION SYSTEM



South Trust Corporation Trust Company

AN IRVING-CLOUD COMPANY 94104 • (415) 991-4595

21LOG, INC.

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Gentlemen:

006 8989 4/13/82

006 8989 4/13/82

45.00 15
45.00 TL

RE: ZILOG, INC. (California Domestic)
Merged Into: EXMOS, INC. (California Domestic)
Change of Name to:
ZILOG, INC.

4115
COUNSEL: Tom Melendres, Atty.
ZILOG, INC.
20460 Bubb Road
Cupertino, CA 95014

Certificate of Ownership between the referenced corporations was filed with the office of the Secretary of State of California on November 9, 1981. At the request of counsel we attach one certified copy of the Certificate of Ownership and application for Amended Certificate of Authorization.

If in order, we request that the enclosed be filed and evidence of filing returned to the undersigned. Our check in payment of filing fees is attached.

Please note your records as to the discontinuance of ZILOG, INC. by way of the merger.

Very truly yours,

C T CORPORATION SYSTEM

Barbara Cannizzo

BC:lbh
Enclosures

2. TAX _____
 3. DUES 45.00 _____
 4. SERVICE FEE _____
 5. COPY _____
 TOTAL 45.00 _____
 6. BALANCE _____
 7. BALANCE DUE _____
 8. REFUND _____

Picture Copy

MERGER NAME CHANGE

NOTE

ZILOG, INC., a California Corporation (Charter #845446)

-----merging into-----

EXMOS, INC., a California Corporation

-----and changing name to-----

New Name: ZILOG, INC.

Surviving Charter Number: 850943

Filing Date: April 14, 1982

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDED APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

- (1) EXMOS, INC.
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST
AMENDED APPLICATION)
- (2) California
(INCORPORATED UNDER LAWS OF)
- (3) A. IF THE AMENDMENT CHANGES THE NAME OF THE CORPORATION, HAS THE
CHANGE BEEN EFFECTED UNDER THE LAWS OF ITS JURISDICTION OF
INCORPORATION? yes (YES OR NO)
- B. NAME OF CORPORATION AFTER AMENDMENT, ADDING THE WORD "CORPORATION",
"COMPANY", OR "INCORPORATED" IF NOT CONTAINED IN THE NEW NAME OF
THE CORPORATION
Zilog, Inc.
- (4) A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES
OF THE CORPORATION, IS THE CORPORATION AUTHORIZED TO DO SUCH
BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION?
N/A (YES OR NO)
- B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA
No Change

Robert R. O'Keefe
SECRETARY OR ASSISTANT SECRETARY
XXXXXXXXXXXXXXXXXXXX

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 14
DAY OF FEBRUARY, 19 82, BY ROBERT R. O'KEEFE
(NAME OF OFFICER)

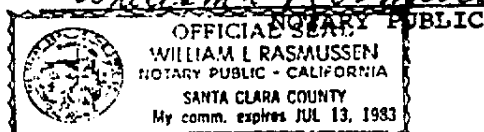
SECRETARY OF Zilog, Inc.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A California CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES 7/13/83

(SEAL)

(FLA. - 734 - 1/10/78)



APPLICATION BY FOREIGN CORPORATION TO FILE AMENDED APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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- (4) A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES
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BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION?
N/A (YES OR NO)
- B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA

No Change

[Signature]
~~XXXXXXXXXX~~ VICE PRESIDENT

[Signature]
SECRETARY ~~XXXXXXXXXX~~

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 9TH
DAY OF FEBRUARY, 1982, BY ROBERT R. CRAGG
(NAME OF OFFICER)

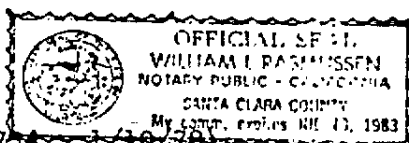
SECRETARY OF Zilog, Inc.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A California CORPORATION, ON BEHALF OF THE CORPORATION.

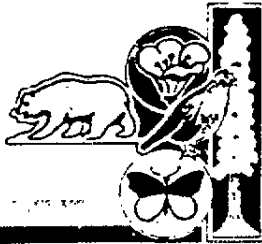
MY COMMISSION EXPIRES JULY 13, 1983

(SEAL)

(FLA. - 754-1/10/78)



[Signature]
NOTARY PUBLIC



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California, this

DEC 8 -

FILED
DEC 14 12 43 PM '82
STATE OF CALIF.
TALLAHASSEE, FLORIDA



March Fong Eu

Secretary of State

1056466
SURV

A240671

CERTIFICATE OF OWNERSHIP

FILED
In the office of the Secretary of State
of the State of California
NOV 9 1981
MARCH FONG EU, Secretary of State
By B. J. Hahn
Deputy

A. H. Kermath and T. M. Castagna, being the president and chief financial officer, respectively, of Exmos, Inc., a California corporation, hereby certify that:

1. Exmos, Inc., a California corporation, is the parent of ZILOG, INC., a California corporation.

2. Exmos, Inc. owns at least 90 percent of the outstanding shares of each class of ZILOG, INC.

3. The following preamble and resolutions have been duly adopted by the Board of Directors of Exmos, Inc.:

WHEREAS, it is in the best interest of this corporation that ZILOG, INC., a California corporation more than 90 percent of whose outstanding shares of each class are owned by this corporation, be merged into this corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merges ZILOG, INC. into this corporation pursuant to the applicable provisions of the California Corporations Code;

RESOLVED, FURTHER, that upon the filing of a Certificate of Ownership with the California Secretary of State effecting the merger of ZILOG, INC. into this corporation, this corporation shall assume all of the liabilities of ZILOG, INC.;

RESOLVED, FURTHER, that upon the merger of ZILOG, INC. into this corporation each share of common stock of ZILOG, INC. owned by any person other than this corporation shall be converted into the right to receive cash in the amount of Six Dollars and Twenty Cents (\$6.20). Such conversion is automatic upon the effectiveness of the merger and without action by the shareholder, who ceases to be a shareholder upon the merger. The shareholder's only rights are to receive the consideration into which the shares are converted upon surrender of the share certificate or to perfect his rights under law as a dissenting shareholder. Each share of ZILOG, INC. owned by this corporation shall upon such merger be cancelled;

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[Handwritten signature]

RESOLVED, FURTHER, that Article One of the Articles of Incorporation of this corporation is amended to read in full as follows:

"The name of this corporation shall be Zilog, Inc.";

4. The following preambles and resolutions have been adopted by the Board of Directors of ZILOG, INC.:

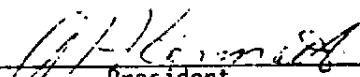
WHEREAS, this corporation has been advised by Exmos, Inc., the owner of more than 90 percent of the outstanding shares of each class of capital stock of this corporation, that its Board of Directors has adopted a resolution providing for the merger of this corporation into Exmos, Inc.;

WHEREAS, it is the obligation of the Board of Directors of this corporation to consider the fairness of the consideration to be received for each share of this corporation's capital stock not owned by Exmos, Inc.; and

WHEREAS, this corporation has been advised with respect to the fairness of such consideration;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of ZILOG, INC. determines that \$6.20 in cash is fair consideration (and in excess of the "fair market value" calculated as required by Section 1300 of the California Corporations Code) to be received by the shareholders of this corporation other than Exmos, Inc. for each share of common stock of this corporation not owned by Exmos, Inc., and the Board of Directors of this corporation hereby approves the fairness of such consideration.

IN WITNESS WHEREOF, this Certificate of Ownership has been made this 5th day of November, 1981.



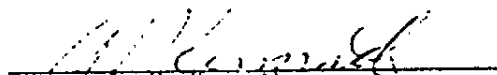
President



Chief Financial Officer

A. H. Kermath declares under penalty of perjury that he has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.

Executed at New York, New York, on November 5, 1981.


A. H. Kermath

T. M. Castagna declares under penalty of perjury that he has read the foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.

Executed at New York, New York, on November 5, 1981.


T. M. Castagna