

FO1000000022

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(City/State/Zip/Phone #)

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(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 MAR 19 P 3:13

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NC
3/24

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Accu-Sort Systems, Inc.

Name of Corporation

DOCUMENT NUMBER: F01000000022

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Terri Suguitan

Name of Contact Person

Datalogic Holdings, inc.

Firm/Company

959 Terry Street

Address

Eugene, OR 97402

City/State and Zip Code

terri.suguitan@datalogic.com

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

For further information concerning this matter, please call:

Terri Suguitan

Name of Contact Person

at (541) 302-2153

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000000022

(Document number of corporation (if known))

1. Accu-Sort Systems, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. 12/04/2000

(Date authorized to do business in Florida)

FILED
2013 MAR 19 P 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 1, 2012

5. Datalogic Automation, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

V. Borchevsky
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Valerie Borchevsky

(Typed or printed name of person signing)

Secretary

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 14, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Datalogic Automation, Inc.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

ARTICLES OF MERGER-BUSINESS filed on June 29, 2012

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, reading "Carol Aichele".

Secretary of the Commonwealth

Entity #: 2216
Date Filed: 06/29/2012
Effective Date: 07/01/2012
Carol Alchele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger
(15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

EXPEDITE

Name _____
Corporation/Partnership _____
Address _____
City _____ State _____ Zip Code _____
8503610-50 PA1

Document will be returned to the
name and address you enter to
the left.

←

Commonwealth of Pennsylvania
ARTICLES OF MERGER-BUSINESS 8 Page(s)

Fee: \$150 plus \$40 additional for each
Party in additional to two



T1218164153

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Accu-Sort Systems, Inc.

2. Check and complete one of the following:

☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider
c/o CT Corporation System

County

Philadelphia

☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider
c/o _____

County

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:
Number and Street _____ City _____ State _____ Zip _____

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider c/o CT Corporation System	County
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Datalogic Automation, Inc. (non-qualified corporation)

4. Check, and if appropriate complete, one of the following:

___ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: July 1, 2012 at 12:01 a.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Accu-Sort Systems, Inc.:	Pursuant to the applicable provisions of the Pennsylvania Business Corporation Law, Title 15

6. *Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.*

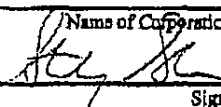
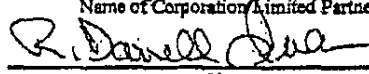
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

___ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this	
1st	day of July
2012	
Accu-Sort Systems, Inc.	
Name of Corporation/Limited Partnership	
	
Signature	
Stanley Sroka, Vice President	
Title	
Datalogic Automation, Inc.	
Name of Corporation/Limited Partnership	
	
Signature	
R. Darrell Owen, President	
Title	

**EXHIBIT A
PLAN OF MERGER**

(Attached)

MN024 - CT System Online
DCAPDX_792637_v1

PLAN OF MERGER AND MERGER AGREEMENT

This Plan of Merger and Merger Agreement ("Plan") is made and entered into effective upon the filing of the Articles of Merger with the offices of the Secretary of State of Kentucky and Pennsylvania, by and among:

Datalogic Automation, Inc., a Kentucky corporation ("Disappearing Corporation"),
and

Accu-Sort Systems, Inc., a Pennsylvania corporation ("Survivor"),

collectively referred to as the "Constituent Companies."

RECITALS

A. The Constituent Companies desire to effect a merger on the terms set forth in this Plan, pursuant to KRS §§ 271B.11-010 to 271B.11-040 and 15 Pa.C.S.A. §§ 1924 to 1929.

B. Immediately prior to the Effective Time of the Merger, and pursuant to a plan, Survivor acquired all the outstanding stock of Disappearing Corporation, pursuant to a certain Stock Purchase Agreement of even date herewith (the "Stock Purchase"). For federal income tax purposes, the parties intend that the Stock Purchase and the subsequent merger pursuant to this Plan shall collectively qualify as a tax-free reorganization under Section 368(a)(1)(D) of the Internal Revenue Code.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Transaction.

1.1 **Merger.** At the Effective Time (as defined in Section 1.4) and subject to the terms and conditions of this Agreement, the Disappearing Corporation shall be merged into Survivor as permitted by the laws of Pennsylvania and Kentucky and the separate existence of the Disappearing Corporation shall thereupon cease, in accordance with KRS § 271B.11-060 and 15 Pa.C.S.A. § 1929. Simultaneous with the Merger, the name of the Survivor shall be changed to Datalogic Automation, Inc.

1.2 **Surviving Entity.** Survivor will be the surviving entity in the Merger, and will continue to be governed by the laws of the State of Pennsylvania under its new name Datalogic Automation, Inc.

1.3 **Board of Directors and Shareholder Approval.** The execution, delivery, and performance by the Constituent Corporations of this Agreement and the transactions contemplated hereby have been duly and validly authorized by all necessary corporate action of the Constituent Corporations. Combined Actions of the Board of Directors and Sole Shareholder by Unanimous Written Consent in Lieu of Meeting evidencing such approval and authorization have been placed in the Constituent Corporations' respective minute books.

1.4 **Effective Time.** The Constituent Companies will cause this Plan together with duly executed articles of merger (the "Articles of Merger") to be filed with the offices of the Secretary of State of the states of Pennsylvania and Kentucky as provided by applicable law. Subject to and in

1 - PLAN OF MERGER AND MERGER AGREEMENT

DCAPDX_790113_v2

accordance with the laws of Pennsylvania and Kentucky, the Merger will become effective at the date and time the Articles of Merger are filed with the offices of the Secretary of State of the states of Pennsylvania and Kentucky or other specified date in the Articles of Merger as permitted under the laws of Pennsylvania and Kentucky (the "Effective Time").

2. Effect of Merger.

2.1 Assets and Liabilities. As of the Effective Time, the Survivor shall possess all of the rights, privileges, powers, immunities, and franchises of each of the Disappearing Corporation; all of the assets of the Disappearing Corporation shall be transferred to and vested in the Survivor without further act or deed; and the Survivor shall be responsible for all liabilities of the Disappearing Corporation, all in the manner and with the effect set forth in KRS § 271B.11-060 and 15 Pa.C.S.A. § 1929. The Survivor covenants and warrants that it will accept and pay, and satisfy and discharge all such liabilities of the Disappearing Corporation.

2.2 Conforming Actions. The last acting officer of the Disappearing Corporation or the officers of Survivor may, in the name of the Disappearing Corporation, execute and deliver all such proper deeds, assignments, and other instruments, take all such further action as Survivor may deem appropriate to vest, perfect, or confirm in Survivor title to and possession of all assets acquired hereunder, and otherwise carry out the purposes of this Agreement.

2.3 Charter Documents.

(a) Organizational Documents. The Articles of Incorporation of Survivor as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of Survivor after the Effective Time. The Articles of Incorporation of the Disappearing Corporation then in existence shall have no further force or effect after the Effective Time.

(b) Bylaws. The Bylaws of Survivor as in effect immediately prior to the Effective Time shall be the Bylaws of Survivor after the Effective Time. The Bylaws of the Disappearing Corporation then in existence shall have no further force or effect after the Effective Time.

2.4 Board of Directors and Officers. From and after the Effective Time, the Board of Directors and Officers of Survivor shall continue to be the Board of Directors and Officers, respectively, of Survivor. Such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified. The officers of the Disappearing Corporation shall have no further authority or duty after the Effective Time.

2.5 Cancellation of the Disappearing Corporation Stock. At the Effective Time, by virtue of the Merger and without any further action on the part of any holder of any capital stock of the Disappearing Corporation, each issued and outstanding share of capital stock in the Disappearing Corporation shall be cancelled. The shares of the Disappearing Corporation are being cancelled without consideration.

2.6 Status and Exchange of Survivor Stock. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any capital stock of Survivor, each issued and outstanding share of capital stock of Survivor shall continue unchanged and remain outstanding as a share of capital stock of Survivor.

3. Miscellaneous.

3.1 Amendment. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

3.2 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument.

3.3 Governing Law. This Plan shall be construed in accordance with the laws of the State of Pennsylvania applicable to contracts made to be performed entirely therein.

3.4 Integration. This Plan constitutes the entire agreement of the parties relating to the subject matter hereof. There are no promises, terms, conditions, obligations, or warranties other than those contained in this Plan. This Plan supersedes all prior communications, representations, or agreements, verbal or written, among the parties relating to the subject matter hereof.

3.5 Binding Effect; Benefit. This Agreement shall inure to the benefit of and be binding upon the parties and their successors and permitted assigns. Nothing in this Agreement, express or implied, is intended to confer on any person other than the parties hereto and their respective successors and permitted assigns, any rights, remedies, obligations, or liabilities under or by reason of this Agreement, including, without limitation, third-party beneficiary rights.

3.6 Headings. The headings contained in this Agreement are for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Plan as of the date first written above.

DISAPPEARING CORPORATION:

DATALOGIC AUTOMATION, INC., a Kentucky corporation

By: 

R. Darrell Owen, President

SURVIVOR:

ACCU-SORT SYSTEMS, INC., a Pennsylvania corporation

By: 

Stanley Srpka, Vice President

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE**

FEBRUARY 12, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Datalogic Automation, Inc.

is duly incorporated as a Pennsylvania Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in black ink, appearing to read "Carol Aichele".

Secretary of the Commonwealth