

01000000 IS 92

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

☐ WAIT

☐ MAIL

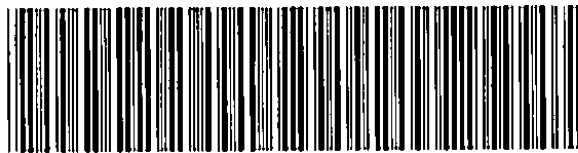
(Business Entity Name)

(Document Number)

ies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Instructions to Filing Officer:

Office Use Only



900339678209

2020 JAN 24 AM 9 50

N/C

SECRETARY OF REVENUE  
DIVISION OF REVENUE  
2020 JAN 24 PM 12:23

JAN 27 2020  
D CONNELL

Rating Services, Ltd.

Way Drive'  
e, FL 32301  
956  
556.7953  
erv.com  
counting@incserv.com

**ORDER FORM**

Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**EST DATE** 1/24/2020 **PRIORITY** Routine

**OUR REF # (Order ID#)** 803598

**ENTITY**  
MATERIAL HANDLING, U.S.A., INC.

**PERFORM THE FOLLOWING SERVICES:**  
TA MATERIAL HANDLING, U.S.A., INC. ( FL)

e attached amendment

authorized

**W/FORWARDING INSTRUCTIONS:**

IT NUMBER: I20050000052

ill the above referenced account for this order.

ave any questions please contact me at 656-7956,

/,

)

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**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)**

F01000001592

(Document number of corporation (if known))

Toyota Material Handling, U.S.A., Inc.

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

California

(Incorporated under laws of)

3. 3/23/2001

(Date authorized to do business in Florida)

FILED  
SECRETARY OF STATE  
2020 JAN 24 PM 12:23

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

amendment changes the name of the corporation, when was the change effected under the laws of  
jurisdiction of incorporation? 1-1-2020

Toyota Material Handling, 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)

N/A

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

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

N/A

(New duration)

amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

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

Lea Ann King

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

Lea Ann King

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED *lys*  
Secretary of State  
State of California*in* DEC 27 2019 *z*EFFECTIVE  
DATEJAN 01 2020

2327158 SURV  
AGREEMENT OF MERGER  
of  
TOYOTA INDUSTRIAL EQUIPMENT MFG., INC.  
with and into  
TOYOTA MATERIAL HANDLING, U.S.A., INC.

Pursuant to Section 1100 *et seq.* of the California Corporations Code, the undersigned parties submit this Agreement of Merger.

ARTICLE I  
PARTIES

- A. The name of the corporation surviving the merger is Toyota Material Handling, U.S.A., Inc. (the "Surviving Corporation").
- B. The Surviving Corporation is a California corporation incorporated on January 12, 2001.
- C. The name of the corporation not surviving the merger is Toyota Industrial Equipment Mfg., Inc. (the "Merging Corporation").
- D. The Merging Corporation is an Indiana corporation incorporated on October 27, 1998, and existing pursuant to the Indiana Business Corporation Law, as amended.

ARTICLE II  
MERGER AND SURVIVING PARTY

Toyota Industrial Equipment Mfg., Inc. shall merge with and into Toyota Material Handling, U.S.A., Inc., which shall be the Surviving Corporation.

ARTICLE III  
AMENDMENT TO ARTICLES OF INCORPORATION

Article One of the Articles of Incorporation of Toyota Material Handling, U.S.A., Inc. is amended to read: "The name of the corporation is Toyota Material Handling, Inc."

**ARTICLE IV**  
**EFFECTIVE DATE OF MERGER**

The merger shall be effective on January 1, 2020 ("Effective Date").

**ARTICLE V**  
**CONVERSION OF SHARES**

- A. The outstanding shares of the Merging Corporation shall be cancelled without consideration.
- B. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

**ARTICLE VI**  
**OTHER TERMS AND CONDITIONS**

- A. As amended herein, the Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date.
- B. The Bylaws of the Surviving Corporation in effect on the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date.
- C. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- D. The effect of the merger is as prescribed by law.

*[Remainder of page intentionally left blank; signature pages follow.]*


IN WITNESS WHEREOF, each undersigned corporation has caused this Agreement of Merger to be signed by a duly authorized officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its board of directors and shareholders.

Dated as of the 27th day of December, 2019.

**"SURVIVING CORPORATION"**

**TOYOTA MATERIAL HANDLING  
U.S.A., INC.,**

a California corporation

By:   
Masamitsu Matsuno, Executive  
Vice President

"SURVIVING CORPORATION"

TOYOTA MATERIAL HANDLING  
U.S.A., INC.,

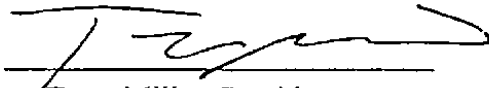
a California corporation

By Lea Ann King  
Lea Ann King, Secretary

**"Merging Corporation"**

**TOYOTA INDUSTRIAL  
EQUIPMENT, MFG., INC.**

an Indiana corporation

By:   
Tony Miller, President



"Merging Corporation"

TOYOTA INDUSTRIAL  
EQUIPMENT, MFG., INC.

an Indiana corporation

By: Lea Ann King  
Lea Ann King, Secretary

**CERTIFICATE OF APPROVAL**  
**OF**  
**AGREEMENT OF MERGER**

Masamitsu Matsuno and Lea Ann King certify that:

1. They are the Executive Vice President and Secretary, respectively, of Toyota Material Handling, U.S.A., Inc., a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the merger is 70,000.

*[Remainder of page intentionally left blank; signature pages follow.]*

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 27, 2019

A handwritten signature in black ink, appearing to read 'Masamitsu Matsuno', is written over a horizontal line.

Masamitsu Matsuno, Executive  
Vice President

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 27, 2019

  
Lea Ann King, Secretary

**CERTIFICATE OF APPROVAL**  
**OF**  
**AGREEMENT OF MERGER**

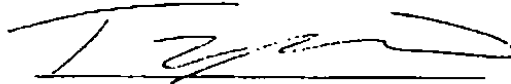
Tony Miller and Lea Ann King certify that:

1. They are the President and Secretary, respectively, of Toyota Industrial Equipment Mfg., Inc., an Indiana corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the merger is 800.

*[Remainder of page intentionally left blank; signature pages follow.]*

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.


Date: December 27, 2019

A handwritten signature in black ink, appearing to read 'Tony Miller', written over a horizontal line.

Tony Miller, President

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 27, 2019

  
Lea Ann King, Secretary



I hereby certify that the foregoing  
transcript of 12 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

DEC 31 2019 2

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State