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*Merger*

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**DATE: 10/20/15**

**NAME: WARTSILA G.A. INTERNATIONAL, INC.**

**TYPE OF FILING: MERGER**

**COST: 78.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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ARTICLES OF MERGER

of

WARTSILA G.A. INTERNATIONAL, INC.  
(a Florida corporation)

with and into

WARTSILA NORTH AMERICA, INC.  
(a Maryland corporation)

October 20, 2015

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 OCT 20 AM 8:52

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THIS IS TO CERTIFY THAT:

FIRST: Wartsila North America, Inc., a Maryland corporation (the "Surviving Company"), and Wartsila G.A. International, Inc. a Florida corporation (the "Merging Company") agree to and do hereby effect the merger of the Merging Company into the Surviving Company pursuant to the terms and conditions set forth in the Agreement and Plan of Merger ("Merger Agreement") dated October 20, 2015.

SECOND: The Surviving Company is a corporation formed under the laws of the State of Maryland on October 27, 2000 and its principal office is located in Annapolis, Maryland. The Surviving Company shall survive the merger as the successor corporation and shall continue, under the same name, as a corporation of the State of Maryland.

The Merging Company is a corporation formed under the laws of the State of Florida on May 25, 1994 and its principal office is located in Fort Lauderdale, Florida.

THIRD: The Merging Company was incorporated on May 25, 1994 under the Business Corporations Act of Florida. The Merging Company is not registered or qualified to do business, and owns no interest in land in the State of Maryland.

FOURTH: The terms and conditions of the transaction set forth herein were advised, authorized, and approved by each corporation party to the articles in the manner and by the vote required by its charter and the laws of its jurisdiction of its incorporation. The manner of approval was as follows:

- (a) The Board of Directors of the Merging Company on October 20, 2015 adopted resolutions, which declared that the proposed merger was advisable, and authorized and approved the proposed merger on substantially the terms and conditions set forth or referred to in the resolutions.
- (b) The Board of Directors of the Merging Company on October 20, 2015 adopted resolutions, which declared that the proposed merger was advisable and authorized and

approved the proposed merger on substantially the terms and conditions set forth or referred to in the resolutions.

- (c) The sole shareholder of the Merging Company and of the Surviving Company on October 20, 2015 (the "Parent") adopted resolutions, approving the proposed merger on substantially the terms and conditions set forth or referred to in the resolutions.

FIFTH: The total shares of stock of all classes of the Merging Company and the Surviving Company, respectively, are as follows:

- (a) The total number of shares of stock of all classes which the Merging Company has authority to issue is 100, of which all are classified as common stock par value \$5.00 per share. The aggregate par value of all the shares of common stock of the Merging Company is \$500.
- (b) The total number of shares of stock of all classes which the Surviving Company has authority to issue is 10,000 of which all are classified as common stock par value \$0.01 per share. The aggregate par value of all the shares of common stock of the Surviving Company is \$100.

SIXTH: The manner and basis of converting shares of stock of the Merging Company and the Surviving Company, respectively, and the treatment of any shares of stock of the Merging Company and the Surviving Company, respectively, not to be converted or exchanged are as follows:

- (a) No share of common stock of the Merging Company will be issued or outstanding at the Effective Time (as defined herein). The shares of stock of the Merging Company issued and outstanding and held by the Parent on October 20, 2015 were cancelled pursuant to the Merger Agreement.
- (b) Each share of common stock of the Surviving Company issued and outstanding immediately prior to the Effective Time will remain issued and outstanding at the Effective Time.

SEVENTH: The merger shall become effective at 11:58 p.m. on October 20, 2015, (the "Effective Time").

EIGHTH: Each of the undersigned acknowledges these Articles to be the corporate act of the corporation on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under penalty of perjury.

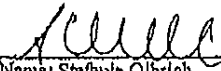
*[Signature pages to follow]*

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger on the date first written above.

WARTSILA G.A. INTERNATIONAL, INC.

By:   
Name: Gunter Olbrich  
Title: President

WITNESSED BY:

  
Name: Stefanie Olbrich  
Title: Secretary

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger on the date first written above.

WARTSILA NORTH AMERICA, INC.

By: 

Name: Anton Brysonahan  
Title: President

WITNESSED BY:



Name: Lea Kellogg  
Title: Secretary