

4/30/2021

Division of Corporations

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**MERGER OR SHARE EXCHANGE**  
**FLIR DETECTION, INC.**

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Articles of Merger

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Pursuant to Section 253 of the General Corporation Law of the State of Delaware and Chapter 607, Section 1105 for the Business Corporation Act of the State of Florida

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FLIR Detection, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Altavian, Inc., a Florida corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving entity: - 0110000 19499

FIRST: The Company is a corporation formed pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), and the Subsidiary is incorporated pursuant to the Business Corporation Act of the State of Florida (the "FBCA").

SECOND: The Company owns 100% of the outstanding common stock of the Subsidiary, constituting all of the outstanding equity interests in the Subsidiary.

THIRD: The Board of Directors of the Company, by resolutions duly adopted by unanimous written consent on April 29, 2021 and attached hereto as Exhibit A, approved the Merger and determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL and Chapter 607, Section 1105 of the FBCA.

FOURTH: The Company shall be the surviving entity of the Merger.


FIFTH: The Certificate of Incorporation of the Company, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation upon the effectiveness of the Merger.

SIXTH: The effective time and date of the Merger shall be 11:59PM Eastern time on April 30, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29<sup>th</sup> day of April 2021.

**FLIR DETECTION, INC.**

By:   
Name: Doug Eidel  
Title: Treasurer & Assistant Secretary

**EXHIBIT A**  
**BOARD RESOLUTIONS**

WHEREAS, FLIR Detection, Inc., a Delaware corporation (the "Company"), owns 100% of the outstanding common stock of Altavian, Inc., a Florida corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company considers it advisable and in the best interests of the Company and its stockholders that the Subsidiary merge with and into the Company, with the Company as the surviving corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Company pursuant to Chapter 607, Section 1105 for the Business Corporation Act of the State of Florida and Section 253 of the General Corporation Law of the State of Delaware (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation (the "Surviving Corporation");

RESOLVED FURTHER, that each share of common stock of the Subsidiary issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be automatically cancelled and retired and shall cease to exist and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that each share of capital stock of the Company issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Company, held by the persons who were the holders of such shares of capital stock of the Company immediately prior to the Merger;

RESOLVED FURTHER, that the Certificate of Incorporation of the Company, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation upon the effectiveness of the Merger;

RESOLVED FURTHER, that (1) the Merger is intended by both parties thereto to qualify for tax-free treatment under Section 368 of the Internal Revenue Code, (2) the Merger is being effectuated as part of a plan to reduce the administrative costs of both parties thereto, and (3) at the effective time of the Merger, the value of the Subsidiary's assets shall exceed the amount of its outstanding liabilities;

RESOLVED FURTHER, that the President, Treasurer, Secretary and any other officer of the Company (each, an "Authorized Officer") are, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, to file the Certificate of Ownership and Merger with the Secretary of State of the State of Florida and the Secretary of State of Delaware, as applicable, and to pay any fees related to such filing; and

RESOLVED FURTHER, that the Authorized Officers are, and each of them hereby is,

authorized and directed, in the name and on behalf of the Company, to execute, deliver, and file all such further agreements, certificates, instruments, and documents, to pay or cause to be paid all expenses and to take all such other actions as they or any one of them shall deem necessary or appropriate to carry out the transactions contemplated by and the intent and purposes of the foregoing resolutions.

**WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF FLIR DETECTION, INC.**

The undersigned, constituting each of the directors of the Company (as defined below), pursuant to Sections 141(f) and 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby consent to the following resolutions by written consent in lieu of a meeting:

WHEREAS, FLIR Detection, Inc., a Delaware corporation (the "Company"), owns 100% of the outstanding common stock of Altavian, Inc., a Florida corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company considers it advisable and in the best interests of the Company and its stockholders that the Subsidiary merge with and into the Company, with the Company as the surviving corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Company pursuant to Chapter 607, Section 1105 for the Business Corporation Act of the State of Florida and Section 253 of the General Corporation Law of the State of Delaware (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation (the "Surviving Corporation");

RESOLVED FURTHER, that each share of common stock of the Subsidiary issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be automatically cancelled and retired and shall cease to exist and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that each share of capital stock of the Company issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Company, held by the persons who were the holders of such shares of capital stock of the Company immediately prior to the Merger;

RESOLVED FURTHER, that the Certificate of Incorporation of the Company, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation upon the effectiveness of the Merger;

RESOLVED FURTHER, that (1) the Merger is intended by both parties thereto to qualify for tax-free treatment under Section 368 of the Internal Revenue Code, (2) the Merger is being effectuated as part of a plan to reduce the administrative costs of both parties thereto, and (3) at the effective time of the Merger, the value of the Subsidiary's assets shall exceed the amount of its outstanding liabilities;

RESOLVED FURTHER, that the President, Treasurer, Secretary and any other officer of the Company (each, an "Authorized Officer") are, and each of them hereby is, authorized to

prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, to file the Certificate of Ownership and Merger with the Secretary of State of the State of Florida and the Secretary of State of Delaware, as applicable, and to pay any fees related to such filing; and

RESOLVED FURTHER, that the Authorized Officers are, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, deliver, and file all such further agreements, certificates, instruments, and documents, to pay or cause to be paid all expenses and to take all such other actions as they or any one of them shall deem necessary or appropriate to carry out the transactions contemplated by and the intent and purposes of the foregoing resolutions.

The Secretary of the Company is hereby directed to file a signed copy of this Consent in the minute book of the Company.

[Signature Page Follows]

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IN WITNESS WHEREOF, each of the undersigned has executed this Consent as of the date set forth beneath the applicable signature below.

**DIRECTORS**



Sonia Galindo

Date: April 29, 2021



Douglas Eidel

Date: April 29, 2021