

F070000006118

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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APR 21 2016
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GENERAL DYNAMICS CANADA LTD. CORP.

Name of Corporation

DOCUMENT NUMBER: F07000006118

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amanda Lewis

Name of Contact Person

General Dynamics Land Systems- Canada Corporation

Firm/Company

1941 Robertson Road

Address

Ottawa, Ontario K2H 5B7

City/State and Zip Code

amanda.lewis@gd-ms.ca

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

For further information concerning this matter, please call:

Elisabeth Preston

Name of Contact Person

at (613) 596-7647

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2016

AMANDA LEWIS
GENERAL DYNAMICS CANADA LTD, CORP
1941 ROBERTSON ROAD
OTTAWA, ONTARIO K2H 5B7,

SUBJECT: GENERAL DYNAMICS CANADA LTD. CORP.
Ref. Number: F07000006118

We have received your document for GENERAL DYNAMICS CANADA LTD. CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 016A00007305

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)

F07000006118

(Document number of corporation (if known))

1. GENERAL DYNAMICS CANADA LTD. CORP.

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

2. New Brunswick, Canada

(Incorporated under laws of)

3. December 14, 2007

(Date authorized to do business in Florida)

FILED
2016 APR 21 PM 4:52
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 6, 2015

5. General Dynamics Land Systems - Canada Corporation

(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.

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

Elisabeth S. Preston

(Typed or printed name of person signing)

Chief Legal Counsel

(Title of person signing)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GENERAL DYNAMICS CANADA LTD. CORP.
Name of Corporation

DOCUMENT NUMBER: F07000006118

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amanda Lewis

Name of Contact Person

General Dynamics Land Systems- Canada Corporation

Firm/Company

1941 Robertson Road

Address

Ottawa, Ontario K2H 5B7

City/State and Zip Code

amanda.lewis@gd-ms.ca

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

For further information concerning this matter, please call:

Elisabeth Preston

Name of Contact Person

at (613) 596-7647

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



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Certificate of Status



\$43.75 Filing Fee &
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(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)

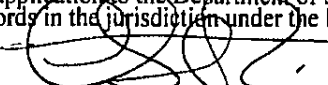
F07000006118

(Document number of corporation (if known))

1. GENERAL DYNAMICS CANADA LTD. CORP.
(Name of corporation as it appears on the records of the Department of State)
2. New Brunswick, Canada 3. December 14, 2007
(Incorporated under laws of) (Date authorized to do business in 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 6, 2015
5. General Dynamics Land Systems - Canada Corporation
(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.


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

Elisabeth S. Preston

(Typed or printed name of person signing)

Chief Legal Counsel

(Title of person signing)



CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
CERTIFICATE

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
CERTIFICAT

I HEREBY CERTIFY that according to the records under the
Business Corporations Act,

JE CERTIFIE par la présente que d'après les livres en vertu de la *Loi sur les corporations commerciales*,

General Dynamics Land Systems - Canada Corporation
(#683729)

was incorporated (or continued under this Act) on the 6th day of July, 2015.

a été constituée en corporation (ou prorogée en vertu de la présente *Loi*) le 6ième jour de juillet 2015.

I CERTIFY FURTHER that according to the said records the above corporation has not been dissolved. ☒

JE CERTIFIE ÉGALEMENT que, d'après lesdits livres, la corporation ci-dessus n'a pas été dissoute. ☒

I CERTIFY FURTHER that according to the said records a Certificate of Dissolution was issued on the _____ ☐

JE CERTIFIE ÉGALEMENT que, d'après lesdits livres, un certificat de dissolution a été délivré le _____ ☐

I CERTIFY FURTHER that according to the said records a Notice of Satisfaction pertaining to the proposed continuance of the corporation to another jurisdiction was issued on the _____ ☐

JE CERTIFIE ÉGALEMENT que, d'après lesdits livres, un avis de satisfaction concernant la prorogation proposée de la corporation vers un autre territoire a été émis le _____ ☐

CERTIFIED under my hand at Fredericton, New Brunswick

CERTIFIÉ par le soussigné à Fredericton, Nouveau-Brunswick

2016 03 16

Year/Année - Month/Mois - Day/Jour

Director
Directeur



**BUSINESS CORPORATIONS ACT
FORM 6
ARTICLES OF AMALGAMATION
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 6
STATUTS DE FUSION
(ARTICLE 124)**

- 1 - Name of Corporation: **General Dynamics Land Systems - Canada Corporation** Raison sociale de la corporation:
- 2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

An unlimited number of common shares without nominal or par value.

- 3 - Restrictions, if any, on share transfers: Restrictions, s'il y en a, au transfert d'actions:
As set forth in Schedule "A" annexed to and forming part of these Articles of Amalgamation.

- 4 - Number (or minimum and maximum number) of directors: Nombre (ou nombre minimum et maximum) des administrateurs:
A minimum of one (1) and a maximum of ten (10)

- 5 - Restrictions, if any, on business the corporation may carry on: Restrictions, s'il y en a, à l'activité que peut exercer la corporation:
None

- 6 - Other provisions, if any: Autres dispositions, s'il y en a:
As set forth in Schedule "B" annexed to and forming part of these Articles of Amalgamation

- 7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*. a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*. ☐
- (b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation): b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitués de (raison sociale de la corporation fusionnante désignée): ☒

General Dynamics Land Systems - Canada Corporation

- 8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation: Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

General Dynamics Land Systems - Canada Corporation

Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
General Dynamics Land Systems - Canada Corporation	624387		26/06/15	Vice-President
General Dynamics Canada Ltd.	683633		26/06/15	Director

FOR DEPARTMENT USE ONLY

RÉSERVÉ À L'USAGE DU MINISTÈRE

Corporation No. - N° de corporation

Filed - Déposé

683729

FILED/DÉPOSÉ 2015-07-06

SCHEDULE "A"

This is Schedule "A" referred to in the foregoing articles of **GENERAL DYNAMICS LAND SYSTEMS - CANADA CORPORATION**

RESTRICTION ON TRANSFER

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital stock of the Corporation, unless

(a) the transfer is consented to by

- (i) the holders of a majority of the voting shares of the Corporation expressed by instrument in writing signed by such holders or by resolution of the shareholders; or
- (ii) the directors of the Corporation expressed by instrument in writing signed by all the directors or by resolution of the directors passed by a majority vote; or

(b) in the event the transfer of shares is restricted by the terms of a unanimous shareholder agreement in respect of the Corporation, the transfer is made in compliance with such agreement.

FILED/DÉPOSÉ 2015-07-06

SCHEDULE "B"

This is Schedule "B" referred to in the foregoing articles of GENERAL DYNAMICS LAND SYSTEMS - CANADA CORPORATION

1. Financial Assistance

Subject to subsection 43(2) of the Act and without any other restriction, the Corporation and any corporation with which it is affiliated may, in addition to any other powers it may have, give financial assistance, directly or indirectly, by any means including, without limiting the generality of the foregoing, by means of a loan or guarantee,

- (a) to any shareholder, director, officer or employee of the Corporation, or of any affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation.

2. Meetings of Shareholders

2.1 Meetings of shareholders may be held within New Brunswick, or outside New Brunswick at any place where the Corporation has a place of business or any place where any shareholder resides or the majority of the shareholders decide to hold such meeting.

2.2 Notice of the time and place of a meeting of shareholders shall be sent not less than 5 days nor more than 50 days before the meeting to each shareholder entitled to vote at the meeting, to each director, and to the auditor, if any.

3. Borrowing

3.1 The board of directors may, without authorization of the shareholders, from time to time, in such amounts and on such terms as they deem expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligation or any money borrowed or other debt or liability of the Corporation; or
- (d) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.

3.2 The board of directors may from time to time delegate to such 1 person or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board in clause 3.1 above, to such extent and in such manner as the board shall determine at the time of each such delegation.

- 2 -

4. **Pre-emptive Rights**

Except as provided by bylaw or a unanimous shareholder agreement, shareholders have no pre-emptive right pursuant to section 27 of the Business Corporations Act or otherwise.

5. **Private Corporation Provision**

5.1 The number of shareholders of the Corporation, exclusive of persons who are in its employment, is limited to not more than 50, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

5.2 Any invitation to the public to subscribe for securities of the Corporation is prohibited.

FILED/DÉPOSÉ 2015-07-06

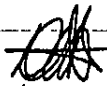
STATEMENT

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of General Dynamics Land Systems - Canada Corporation and General Dynamics Canada Ltd.

I, Danny Deep, of the City of London, in the Province of Ontario, make the following statement pursuant to section 124(2) of the *Business Corporations Act* (New Brunswick):

1. I am the Vice-President of General Dynamics Land Systems - Canada Corporation, one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) with General Dynamics Canada Ltd. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "General Dynamics Land Systems - Canada Corporation";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 26 day of June, 2015.


Name: Danny Deep
Title: Vice-President

FILED/DÉPOSÉ 2015-07-08

STATEMENT

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of General Dynamics Canada Ltd. and General Dynamics Land Systems - Canada Corporation

I, Ian Brennan, of the City of Ottawa, in the Province of Ontario, make the following statement pursuant to section 124(2) of the *Business Corporations Act* (New Brunswick):

1. I am Chief Counsel and a Director of General Dynamics Canada Ltd., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) with General Dynamics Land Systems - Canada Corporation to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "General Dynamics Land Systems - Canada Corporation";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 26 day of June, 2015.



Name: Ian Brennan

Title: Chief Counsel and Director

FILED/DÉPOSÉ 2015-07-06



**BUSINESS CORPORATIONS ACT
FORM 2
NOTICE OF REGISTERED OFFICE OR
NOTICE OF CHANGE OF REGISTERED OFFICE
(SECTION 17)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 2
AVIS DE DESIGNATION OU
AVIS DE CHANGEMENT DU BUREAU ENREGISTRÉ
(ARTICLE 17)**

1 - Name of Corporation - Raison sociale de la corporation :

General Dynamics Land Systems - Canada Corporation

2 - Corporation No. - N° de la corporation

683729

3 - Place and address of the registered office:

c/o McInnes Cooper, Suite 600, Barker
House, 570 Queen Street, Fredericton,
NB E3B 6Z6

Lieu et adresse du bureau enregistré :

Mailing address:
P.O. Box 610, Stn. A, Fredericton, NB
E3B 5A6

4 - Effective date of change:

Upon Amalgamation

Date d'entrée en vigueur du changement :

5 - Previous place and address of the registered office:

Derniers lieu et adresse du bureau enregistré :

Date	Signature	Description of Office Fonction
26/06/15		Vice-President

SN0267/45-4105(06/08)

FILED/DÉPOSÉ 2015-07-06

**BUSINESS CORPORATIONS ACT
FORM 4
NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS
(SECTION 64, 71)**



**LOI SUR LES CORPORATIONS
COMMERCIALES
FORMULE 4
LISTE DES ADMINISTRATEURS OU
AVIS DE CHANGEMENT D'ADMINISTRATEURS
(ARTICLE 64, 71)**

1 - Name of Corporation:

Raison sociale de la corporation:

General Dynamics Land Systems - Canada Corporation

2 - The following persons became directors of this corporation: Liste des personnes devenues administrateurs de la corporation :

Effective Date Date d'entrée en vigueur	D/J Upon amalgamation	M/M Y/A		
Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification		Occupation	Telephone Téléphone
David Ibbetson	151 Lady Lochhead Lane, Carp, ON K0A 1L0		Business person	
Danny Deep	1991 Oxford St. East, London, ON N5V 2Z7		Business person	

3 - The following persons ceased to be directors of the corporation:

Liste des personnes qui ont cessé d'être administrateurs de la corporation :

Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A	
Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification			

4 - The directors of the corporation now are:

Administrateurs actuels de la corporation :

Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
David Ibbetson	151 Lady Lochhead Lane, Carp, ON K0A 1L0	Business person	
Danny Deep	1991 Oxford St. East, London, ON N5V 2Z7	Business person	

Date	Signature	Description of Office Fonction
26/06/15		Vice-President

For Department Use Only / Réservé à l'usage du ministère

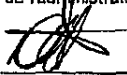
Form 4 / Formule 4
Filed / Déposé

FILED/DÉPOSÉ 2015-07-08

SN025B/45-4119 (06/08)

NEW BRUNSWICK / CERTIFICATE OF BUSINESS NAME OR CERTIFICATE OF RENEWAL OF BUSINESS NAME
NOUVEAU-BRUNSWICK / CERTIFICAT D'APPELLATION COMMERCIALE OU CERTIFICAT DE RENOUVELLEMENT D'APPELLATION COMMERCIALE

THE PARTNERSHIPS AND BUSINESS NAMES REGISTRATION ACT (SECTION 8 AND 9.1)
LOI SUR L'ENREGISTREMENT DES SOCIÉTÉS EN NOM COLLECTIF ET DES APPELLATIONS COMMERCIALES (ARTICLE 9 ET 9.1)

1. Name or style to be registered / Appellation commerciale à enregistrer General Dynamics Mission Systems - Canada			
2. Business activity or service to be carried on, in or identified by the registered name Nature de l'activité ou des services dont s'occupe la firme pouvant être évoquée ou identifiée par l'appellation commerciale enregistrée Provides communication networks			
3. Mailing address of corporation or business registering business name, giving street and number or R.R. number, and municipality. Adresse postale de la corporation ou de l'entreprise enregistrant l'appellation commerciale, donnant le numéro et la rue ou le numéro de la route rurale, et la municipalité. 2035 Oxford Street East, London, ON Postal Code/Code postal NSB 2Z7			
4. Date of establishing business under the name and style / Date de constitution de l'entreprise sous l'appellation commerciale			
Day/Jour 06	Month/Mois 07	Year/Année 2015	Check if Renewal Cocher s'il s'agit d'un renouvellement <input type="checkbox"/> Telephone/Téléphone
5. Name of the corporation or person registering name / Nom de la corporation ou de la personne enregistrant l'appellation commerciale General Dynamics Land Systems - Canada Corporation 68372-9			
6. Address where business is located / Adresse de l'entreprise 570 Queen Street, Suite 600, Fredericton, New Brunswick Postal Code/Code postal E3B 5A6			
7. Signature of Director or Officer or Person Signature de l'administrateur, du dirigeant ou de la personne 		8. Name and title of the Signing Official Nom et titre du signataire Danny Deep - Vice-President	

Registrar Use Only / Réservé à l'usage du registraire	
Reference No. / N° de référence	683270
Registration Date / Date d'enregistrement	2015-07-13 Year/Année-Month/Mois-Day/Jour
Expiry Date / Date d'expiration	2020-07-12 Year/Année-Month/Mois-Day/Jour

This registration expires in five years, but may be renewed. Renewal is your responsibility. The registration expiry date will be shown in your Confirmation of Registration.

Le délai d'expiration du présent enregistrement est de cinq ans, renouvelable. Toutefois, la responsabilité du renouvellement vous incombe. La date d'expiration de l'enregistrement sera indiquée dans votre Confirmation d'enregistrement.

FORM / FORMULE 5
INSTRUCTIONS ON REVERSE SIDE / INSTRUCTIONS AU VERSO.

GENERAL DYNAMICS

Andrea Fekkas Dynes
Staff Vice President
and Associate General Counsel

July 6, 2015

VIA OVERNIGHT DELIVERY

Sue Gainor, Director
Office of Defense Trade Controls Compliance
Directorate of Defense Trade Controls
Attn: Compliance & Registration Division
U.S. Department of State
2401 E Street, NW, SA-1, Room H1200
Washington, D.C. 20037

Reference: DDTC Codes M-1707 and K-0226

Re: Notice of Material Change per 22 C.F.R. § 122.4(a)(2): Statutory Amalgamation of General Dynamics Canada Ltd. with General Dynamics Land Systems - Canada Corporation

Dear Ms. Gainor:

In accordance with 22 C.F.R. § 122.4, General Dynamics Corporation ("GD") hereby notifies the U.S. Department of State, Directorate of Defense Trade Controls ("DDTC") regarding the "statutory amalgamation" of its subsidiaries, General Dynamics Canada Ltd. ("GD Canada") with General Dynamics Land Systems - Canada Corporation ("GDLS-C"), and the changes to be reflected on GD's consolidated Manufacturer/Exporter and Broker Registration Statement.

On July 6, 2015, GD effected a statutory amalgamation of GD Canada with GDLS-C. The legal business name of the amalgamated entity is GDLS-C. Under the amalgamated entity, GDLS-C will continue to operate under the same legal and "doing business as" names. In contrast, the former GD Canada entity will become an operational division of the amalgamated entity (with its own management and reporting structure), and "doing business as" General Dynamics Mission Systems - Canada, a division of General Dynamics Land Systems - Canada Corporation.

¹ The term "statutory amalgamation," as used in this notification, is a Canadian legal combination of business entities into a single entity, similar to a merger, and effected through the operation of the New Brunswick *Business Corporation Act*. Unlike many mergers in the United States, a Canadian amalgamation does not result in the creation of a new legal entity, rather the combined entities operate separately under one legal entity.

2941 Fairview Park Drive
Suite 100
Falls Church, VA 22042-4523
Tel 703 876-3019
Fax 703 876-3554
adynes@generaldynamics.com

Sue Gainor, Director
Office of Defense Trade Controls Compliance
Directorate of Defense Trade Controls
July 6, 2015
Page 2

As a result of this transaction, we propose the following changes to be reflected on GD's consolidated Manufacturer/Exporter and Broker Registration Statement:

- **GD Canada Ltd.** [Box 10, Company #8 on GD's Registration Statement]
 - The "legal business name" should be *changed* to "General Dynamics Land Systems - Canada Corporation."
 - The "doing business as name" should be *changed* to "General Dynamics Missions Systems - Canada, a division of General Dynamics Land Systems - Canada Corporation."
 - The address and telephone number remain the same.
- **General Dynamics Land Systems - Canada Corporation** [Box 10, Company #29 on GD's Registration Statement]
 - *No changes* need to be made to the GDLS-C information.

Additionally, General Dynamics Canada Ltd. will be filing a General Correspondence submission with DDTC requesting that a notice of name change be posted on the DDTC web site with respect to the "Doing Business As" name change of GD Canada to "General Dynamics Mission Systems - Canada, a division of General Dynamics Land Systems - Canada Corporation." We plan to instruct U.S. applicants to use the new "Doing Business As" full name on licenses they submit to the U.S. Government.

* * * *

Consistent with 22 C.F.R. §§ 122.2(b)(1) and (b)(2), I hereby state that I am an authorized senior officer of GD. Under penalty according to federal law (22 CFR 127.2; 22 USC 2778; 18 USC 1001) I, Andrea Fekkes Dynes, as authorized by General Dynamics Corporation warrant the truth of the statements made herein.

In compliance with 22 CFR 122.2(b)(1) and (b)(2), I hereby state that I am an authorized senior official of General Dynamics Corporation. Furthermore, I hereby state that:

Neither the intending registrant, chief executive officer, president, vice-presidents, other senior officers or officials (e.g., comptroller, treasurer, general counsel) nor any member of the board of directors:

- (i) has ever been indicted for or convicted of violating any of the U.S. Criminal statutes enumerated in 22 CFR 120.27; or

Sue Gainor, Director
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(ii) is ineligible to contract with, or to receive a license or other approval to import defense articles or defense services from, or to receive an export license or other approval from, any agency of the U.S. Government.

In accordance with 22 CFR 122.2(b)(2), I state that General Dynamics Corporation is neither owned nor controlled by foreign persons (as defined in 22 CFR 120.16).

If you have any questions regarding this letter, please contact the undersigned at adynes@gd.com or (703) 876-3019.

Sincerely,

Andrea Fekkes Dynes

Attachment 1: Post-Amalgamation Organization Chart