

# F10000002769

2018-02-12 14:39:03 CST

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Kimberly Laughrey

Division of Corporations

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FEB 13 2018  
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**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)**

F10000002769

(Document number of corporation (if known))

2018 FEB 12 PM 4:11  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

1. INTERSIL CORPORATION

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

2. California

(Incorporated under laws of)

3. 06/16/2010

(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? California

5. RENESAS ELECTRONICS AMERICA 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.

Douglas A. Balog

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

DOUGLAS A. BALOG  
(Typed or printed name of person signing)

ASST. CORPORATE SECRETARY  
(Title of person signing)

NC-TO

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3303924 SWW

AGREEMENT OF MERGER  
OF

Intersil Corporation  
(a California corporation)

AND

Renesas Electronics America Inc.  
(a California corporation)

FILED  
Secretary of State  
State of California

DEC 27 2017

ICC

EFFECTIVE  
DATE

JAN 01 2018

SPW

KM

THIS AGREEMENT OF MERGER is made and entered into as of this 27th day of December, 2017, by and between Intersil Corporation, a California corporation ("Surviving Corporation"), and Renesas Electronics America Inc., a California corporation ("Merging Corporation").

1. **Merger.** Merging Corporation shall be merged with and into Surviving Corporation by a statutory merger (the "Merger") in accordance with the California Corporations Code.

2. **Effective Time of Merger.** The Merger shall be effective (the "Effective Time of the Merger") as of 12:01 A.M. January 1, 2018.

3. **Shares of Merging Corporation.** At the Effective Time of the Merger, each share of Merging Corporation, then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration paid therefor.

4. **Shares of Surviving Corporation.** Each share of common stock of Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall remain issued or outstanding, as applicable, and shall not be affected by the Merger.

5. **Amendment and Restatement of Articles of Incorporation.** At the Effective Time of the Merger, the Surviving Corporation shall be renamed "Renesas Electronics America Inc." and the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read in full as set forth on Exhibit A attached hereto and made a part hereof.

6. **Bylaws.** The Bylaws of the Surviving Corporation immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Effective Time of the Merger until such time as amended in accordance with the Bylaws and the Articles of Incorporation.

7. **Directors.** The directors of the Surviving Corporation immediately prior to the Effective Time of the Merger shall continue as the only directors of the Surviving Corporation immediately after the Effective Time of the Merger.

8. **Officers.** The officers of the Surviving Corporation immediately prior to the Effective Time of the Merger shall continue as the officers of the Surviving Corporation immediately after the Effective Time of the Merger.

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**9. Termination.** Prior to the filing of this Agreement of Merger with the Secretary of State of the State of California, this Agreement of Merger may be terminated by the agreement of the Boards of Directors of Surviving Corporation and Merging Corporation notwithstanding approval of this Agreement of Merger by the shareholders of said corporations.


*(Signature Page to Follow)*


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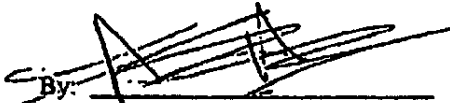
IN WITNESS WHEREOF, the parties have executed this Agreement.


Intersil Corporation

Renesas Electronics America Inc.

By:   
Necip Sayiner  
President

By:   
Necip Sayiner  
President

By:   
Andrew S. Hughes  
Secretary

By:   
Andrew S. Hughes  
Secretary

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Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**I**

The name of this corporation is Renesas Electronics America Inc. (the "Corporation").

**II**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III**

The Corporation is authorized to issue only one class of shares, designated "Common Stock", and the total number of Common Stock that the Corporation is authorized to issue is ONE THOUSAND (1,000).

**IV**

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation or its shareholders. The Corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

Section 3. Any repeal or modification of the foregoing provisions of this Article VI by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

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**INTERSIL CORPORATION**

**CERTIFICATE OF APPROVAL**

**OF**


**AGREEMENT OF MERGER**


The undersigned, Necip Sayiner, President, and Andrew S. Hughes, Secretary, hereby certify that:

1. They are the duly elected, acting and qualified, President and Secretary, respectively, of Intersil Corporation, a California corporation.
2. The principal terms of the Agreement of Merger in the form attached to this Certificate were duly approved by the board of directors and the sole shareholder of Intersil Corporation.
3. The shareholder approval was by the holders of the 100% of the outstanding shares of Intersil Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100.

The undersigned 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 their own knowledge.

Date: December 27th, 2017

  
\_\_\_\_\_  
Necip Sayiner  
President

  
\_\_\_\_\_  
Andrew S. Hughes  
Secretary

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**RENESAS ELECTRONICS AMERICA INC.**

**CERTIFICATE OF APPROVAL**

**OF**

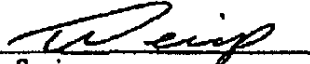
**AGREEMENT OF MERGER**

The undersigned, Necip Sayiner, President, and Andrew S. Hughes, Secretary, hereby certify that:

- 1. They are the duly elected, acting and qualified, President and Secretary, respectively, of Renesas Electronics America Inc., a California corporation.
- 2. The principal terms of the Agreement of Merger in the form attached to this Certificate were duly approved by the board of directors and the sole shareholder of Renesas Electronics America Inc.
- 3. The shareholder approval was by the holders of the 100% of the outstanding shares of Renesas Electronics America Inc.
- 4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 4,694.

The undersigned 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 their own knowledge.

Date: December 27th, 2017

  
 Necip Sayiner  
 President

  
 Andrew S. Hughes  
 Secretary

310273 2018-02-12 14:18:13 CST  
 12122023573 From: Kimberly Laughrey

dk-675356





I hereby certify that the foregoing transcript of 6 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 08 2018

Date: \_\_\_\_\_ *mr*

*Alex Padilla*

ALEX PADILLA, Secretary of State